

BANNER & WITCOFF, LTD.  
10 South Wacker Drive  
Suite 3000  
Chicago, Illinois 60606  
312-463-5000  
Charles W. Shifley  
Binal J. Patel

Intellectual Property Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|                                     |   |                         |
|-------------------------------------|---|-------------------------|
| -----                               | X |                         |
|                                     | : |                         |
| In re                               | : | Chapter 11              |
|                                     | : |                         |
| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
|                                     | : |                         |
|                                     | : | (Jointly Administered)  |
| Debtors.                            | : |                         |
| -----                               | X |                         |

LIST OF EXHIBITS TO THE SEVENTH AND FINAL APPLICATION OF BANNER &  
WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DPH HOLDINGS  
CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES UNDER 11  
U.S.C. SECTIONS 330 AND 331

EXHIBIT D

Hearing Date and Time: October 19, 2006, 10:00 a.m.  
Objection Deadline: October 12, 2006, 4:00 p.m.

BANNER & WITCOFF, LTD.  
10 South Wacker Drive  
Suite 3000  
Chicago, Illinois 60606  
312-463-5000  
Charles W. Shifley  
Binal J. Patel

Intellectual Property Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                     |   |                         |
|-------------------------------------|---|-------------------------|
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|                                     | : |                         |
| In re                               | : | Chapter 11              |
|                                     | : |                         |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
|                                     | : |                         |
| Debtors.                            | : | (Jointly Administered)  |
|                                     | : |                         |
| -----                               | x |                         |

NOTICE OF SECOND INTERIM APPLICATION OF BANNER & WITCOFF, LTD.,  
INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING  
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 300 AND 331, AND  
HEARING ON OCTOBER 19, 2006, AND OBJECTION DEADLINE OF  
OCTOBER 12, 2006, 2006

PLEASE TAKE NOTICE that on July 31, 2006 Banner & Witcoff, Ltd., intellectual property counsel for Delphi Corporation, and a Retained Professional, filed a second interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. Sections 330 and 331, for the period from February 1, 2006 through May 31, 2006 together with the following exhibits: A, Summary sheet; B, Certification; C, Banner Retention Order; D, Shifley Affidavit; E and F, Banner engagement letters; G, H and I, Banner Invoices; J, K, L, records of notices to those entitled to receive same; and M, proposed order on the application.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the application will be held on October 19, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the application must be made by October 12, 2006, at 4:00 p.m. (Prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Order under 11 U.S.C. Section 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses for Professionals will be considered by the Bankruptcy Court at the Hearing. If no objections to the application are timely made and served in accordance with the procedures set forth herein and in the Interim Order, the Bankruptcy Court may enter an order granting the application without further notice.

Dated: Whitestone, New York

July 31, 2006

PANTERIS & PANTERIS, LLP  
Attorneys for Banner & Witcoff, LTD

By: /s/ George Panteris  
George Panteris (GP3235)  
19-02 Whitestone Expressway, Suite 401  
Whitestone, NY 11357  
(718) 746-2154

BANNER & WITCOFF, LTD.  
10 South Wacker Drive  
Suite 3000  
Chicago, Illinois 60606  
312-463-5000  
Charles W. Shifley  
Binal J. Patel

Intellectual Property Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                            |    |                         |
|----------------------------|----|-------------------------|
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|                            | :  |                         |
| In re                      | :  | Chapter 11              |
|                            | :  |                         |
| DELPHI CORPORATION, et al. | :  | Case No. 05-44481 (RDD) |
|                            | :  |                         |
| Debtors.                   | :  | (Jointly Administered)  |
|                            | :  |                         |
| -----                      | -X |                         |

SECOND INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL  
PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND  
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11  
U.S.C. SECTIONS 330 AND 331

Banner & Witcoff, Ltd. (“Banner”), intellectual property counsel for Delphi Corporation (“Delphi”), and a Retained Professional, submits this second interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§330 and 331 for the period from February 1, 2006 through May 31, 2006 (“the Application Period”).

STATEMENT AT THE OUTSET PURSUANT TO GUIDELINES

Banner submits this interim application for (a) allowance of compensation for 103 hours of professional legal professional services provided by Banner to Delphi, in the amount of \$41,786.66 and (b) reimbursement of actual and necessary charges and disbursements incurred by Banner in the amount of \$552.66, for a total of \$42,339.32, in

the rendition of required legal, intellectual property professional services on behalf of Delphi in the time period of February 1, 2006 through May 31, 2006.

#### SUMMARY SHEET AND CERTIFICATION

A Summary Sheet is attached as Exhibit A. A Certification is attached as Exhibit B.

#### CONTINUED APPLICATION

In support of this second interim application, Banner further represents as follows:

#### BACKGROUND

1. On October 8, 2005, Delphi and certain of its United States (“U.S.”) subsidiaries (the “Initial Filers”) filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). (On October 14, 2005, three additional U.S. subsidiaries of Delphi (collectively with the Initial Filers, the “Debtors”) filed voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses as “debtors-in-possession” under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

#### RETENTION OF BANNER

2. On January 3, 2006, pursuant to an application dated December 6, 2005, the Bankruptcy Court entered an order titled “Order under 11 U.S.C. §§327(3) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Banner & Witcoff, Ltd. as Intellectual Property Counsel to Debtors (“Banner Retention Order”),”

(Docket No. 1708) Exhibit C, and thereby granted the Debtors' request to employ Banner as intellectual property counsel under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, with approval of such employment being effective as of the Petition Date, October 8, 2005.

EVENTS BEFORE THE APPLICATION PERIOD,  
INCLUDING IDENTIFICATION OF LITIGATION THAT GIVES RISE TO THIS  
APPLICATION AND BANNER'S TERMS AND CONDITIONS OF ENGAGEMENT  
IN REPRESENTING DELPHI IN THE LITIGATION

3. Delphi is a defendant in two civil actions for patent infringement in which Banner lawyers have represented Delphi from before the Petition Date. These are (a) Automotive Technologies International, Inc. ("ATI") v. BMW North America, Inc., et al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-71700 (April 30, 2001), and (b) Automotive Technologies International, Inc. v. Delphi Automotive Systems Corporation, et al., Civil Action No. 04-72035 (E.D.Mich. April 30, 2005). Together, these cases are routinely called the "ATI" cases by Banner.

4. Banner was retained to represent Delphi in the ATI cases by an exchange of letters of engagement described in paragraph 10 of an Affidavit of Charles W. Shifley filed in support of the application for retention of Banner, Exhibit D. See also Exhibits E and F, the subject letters of engagement. These letters reflect voluntary accommodations to Delphi including discounted rates and rates fixed over time.

5. Civil Action No. 04-72035 was stayed during the pendency of Appeal No. 06-1013 and remains stayed by District Court order.

6. Delphi has an indemnity agreement with General Motors Corporation implicated in the identified civil actions for patent infringement. Pursuant to the

agreement, at Delphi expense, Banner represents and has represented General Motors Corporation in these actions as well as Delphi.

EVENTS BEFORE THE APPLICATION PERIOD  
CAUSING NECESSARY AND REASONABLE SERVICES AND DISBURSEMENTS

7. Between October 8 and November 14, 2005, Banner represented Delphi in necessary efforts in the identified appeal.

8. On November 14, 2005, Delphi served the appellate court and its opponent in the identified appeal with its Suggestion of Bankruptcy and Notice of Operation of Automatic Stay.

9. On November 22, 2005, the appellate court requested information whether the appeal should be stayed in total as to all parties and not just Delphi. Banner represented Delphi in responding.

10. On December 13, 2005, the appellate court issued an order temporarily staying briefing in the appeal and directing Delphi and its opponent to file status reports every sixty (60) days concerning whether this Bankruptcy Court has lifted the stay. Banner represented Delphi in response.

11. On January 13, 2006, Banner received a telephone call from a Federal Circuit mediation Co-ordinator, seeking mediation of the identified appeal. Through January 31, 2006, Banner represented Delphi and General Motors in response.

12. Between October 8 and January 31, 2005, and pursuant to employment by Delphi and Delphi's indemnity to General Motors Corporation, Banner actively represented General Motors in the identified appeal.

EVENTS DURING THE APPLICATION PERIOD  
CAUSING NECESSARY AND REASONABLE SERVICES AND DISBURSEMENTS

13. Between February 1, 2006 and May 31, 2006, Banner represented Delphi in necessary efforts in the identified appeal.

14. Pursuant to a court order in the appeal, Banner prepared and filed two 60 day status reports with the Federal Circuit Court of Appeals, on or about February 9, 2006, and April 10, 2006, and began the preparation of a third 60 day status report at the end of the subject period.

15. Banner also prepared and filed a required appellate Docketing Statement.

16. Most significantly, throughout the subject period, Banner represented Delphi in contacts from the Federal Circuit Court of Appeals to initiate mediation, and then in preparing for mediation, including co-ordinating, negotiating and communicating with the mediator Mr. Bosses, Delphi in-house counsel Mr. Cosnowski, opposing counsel Mr. Baniak, and co-counsel for co-defendants.

17. As a part of the mediation effort, Banner also represented Delphi in a telephone pre-mediation conference, prepared and served the mediator with a mediation brief, and negotiated a mediation agreement proposed by the mediator, to conform to the needs of Delphi in bankruptcy.

18. Banner also read and appreciated the Delphi objection to the ATI motion to lift the bankruptcy stay, in support of Delphi in mediation.

19. Finally, Banner prepared and filed its first interim application for payment and reimbursement of expenses.

COMPLIANCE BY BANNER'S INVOICES NOS. 1616698, 1621735 and 1624090  
WITH 11 U.S.C. 330, THE INTERIM COMPENSATION ORDER AND FEE  
GUIDELINES



20. This application and Banner's invoices Nos. 1616698, 1621735 and 1624090, Exs. G, H, and I comply with 11 U.S.C. 330, the Interim Compensation Order (Docket No. 869), as amended by supplemental orders (Docket Nos. 2747, 2986, 3630 and 4545)("the Fee Order") and the U.S. Trustee Fee Guidelines, the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (together, "The Guidelines"), to the best of Banner's ability to provide compliance, and in that they contain all required information and are for necessary and reasonable services and disbursements provided to Delphi in the ATI cases.

21. The Certifying Professional certifies this application as in his Certification, Exhibit B.

22. Further, among other matters, lists of the individuals who provided services during the statement periods are at page 3 of Invoice 1616698 and page 5 of Invoice 1621735, and page 3 of Invoice 1624090 Exs. G, H and I and in the Summary Sheet, Exhibit A. All listed individuals other than Mr. Phillips are attorneys. Mr. Phillips is a paralegal.

23. The Banner invoices also comply in that respective billing rates, aggregate hours, and reasonably detailed breakdowns of disbursements, and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour are all part of the invoices.

24. The Banner invoices also comply in that disbursements are billed at rates and in accordance with practices customarily employed by the applicant and generally

accepted by the applicant's clients, and the disbursements, for photocopies, both internal and external, telecommunications, both toll charges and facsimile transmissions, courier and freight, printing, court reporter and transcripts, messenger services, computerized research, out of town travel expenses, word processing, secretarial and other staff services, cellular telephones, overtime expenses, local and daytime meals, local transportation, and all other disbursements, satisfy the requirements of The Guidelines<sup>25</sup>.

Banner believes its invoices and this application also comply with all other aspects of the Fee Order and all applicable laws, rules, orders, guidelines and the like. To any extent there is any technical noncompliance, Banner respectfully requests a waiver for any such matter.

ALL REQUIRED NOTICES HAVE BEEN PROVIDED; THERE HAS BEEN NO  
OBJECTION

26. Banner has provided all required notices pursuant to the Fee Order, including serving monthly statements under paragraph 2(a) of the Order, serving this fee application under paragraph 2(a) of the Order, serving an e-mail notice of the filing of this application and a listing of exhibits filed in support of it on the 2002 Entities List pursuant to paragraph 8 of the Order. See Exhibits J, K and L.

CONCLUSION

WHEREFORE, Banner respectfully requests that the Court (a) enter an order allowing interim compensation of \$41,786.66 to Banner for necessary and reasonable professional services rendered as attorneys for the Debtors during the application period, plus reimbursement of actual and necessary charges and disbursements incurred in the sum of \$552.66 for a total sum of \$42,339.32 and, (b) grant such other and further relief as is just and equitable under the circumstances.

A proposed order is attached at Exhibit M.

Respectfully submitted,

Dated: Whitestone, New York  
July 31, 2006

PANTERIS & PANTERIS, LLP  
Attorneys for Banner & Witcoff, LTD

By: /s/GeorgePanteris  
George Panteris (GP3235)  
19-02 Whitestone Expressway, Suite 401  
Whitestone, NY 11357  
(718) 746-2154

**CERTIFICATE OF SERVICE**

The undersigned, an attorney, hereby certifies that he caused a copy of the foregoing SECOND INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 330 AND 331 to be served upon the following attorneys by Federal Express:

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom, LLP  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
Attn: John Wm. Butler, Jr., Esq.

Office of the United States Trustee  
For the Southern District of New York  
33 Whitehall Street  
Suite 2100  
New York, NY 10004  
Attn: Alicia M. Leonhand

Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022-4802  
Attn: Robert J. Rosenberg

Simpson Thacher & Bartlett, LLP  
425 Lexington Avenue  
New York, NY 10017  
Attn: Marissa Wesley

Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
Attn: Marlane Melican

And by e-mail to the parties listed on the 2002 List located at [www.delphidocket.com](http://www.delphidocket.com):

A copy of which is attached hereto.

Date: 7-31-06

By: Charles W. Shipley

Delphi Corporation  
2002 List

| COMPANY   | CONTACT                             | ADDRESS1                           | ADDRESS2      | CITY             | STATE   | ZIP        | COUNTRY | PHONE        | FAX          | EMAIL                           | PARTY / FUNCTION  |
|---|-------------------------------------|------------------------------------|---------------|------------------|---------|------------|---------|--------------|--------------|---------------------------------|---|
| Airgas, Inc.  | David Boyle                         | 259 Radnor-Chester Road, Suite 100 | P.O. Box 6675 | Radnor           | PA      | 19087-9675 |         | 610-230-3064 | 310-687-1052 | david.boyle@airgas.com          | Counsel to Airgas, Inc.   |
| Ajamie LLP  | Thomas A. Ajamie                    | 711 Louisiana                      | Suite 2150    | Houston          | TX      | 77002      |         | 713-860-1600 | 713-860-1699 | ajamie@ajamie.com               | Counsel to SANLUS Rassin International, Inc.; Rassin, S.A. de C.V.  |
| Akebono Corporation (North America)                       | Alan Swetch                         | 34385 Twelve Mile Road             |               | Farmington Hills | MI      | 48331      |         | 248-489-7406 | 866-509-0888 | aswetch@akebono-usa.com         | Vice President of Administration for Akebono Corporation  |
| Akin Gump Strauss Hauer & Feld, LLP                       | Peter J. Gurfein                    | 2029 Century Park East             | Suite 2400    | Los Angeles      | CA      | 90067      |         | 310-552-6696 | 310-229-1001 | pgurfein@akingump.com           | Counsel to Viamco, Inc.   |
| Allen Matkins Leck Gamble & Mallory LLP                   | Michael S. Greger                   | 1900 Main Street                   | Fifth Floor   | Irvine           | CA      | 92614-7321 |         | 949-553-1313 | 949-553-8354 | mgreger@allenmatkins.com        | Counsel to Kilroy Realty, L.P.  |
| Alston & Bird, LLP  | Craig E. Freeman                    | 90 Park Avenue                     |               | New York         | NY      | 10016      |         | 212-210-9400 | 212-922-3891 | craig.freeman@alston.com        | Counsel to Cadence Innovation, LLC  |
| Alston & Bird, LLP  | Dennis J. Connolly; David A. Wender | 1201 West Peachtree Street         |               | Allentia         | GA      | 30309      |         | 404-881-7269 | 404-253-8554 | dconnolly@alston.com            | Counsel to Cadence Innovation, LLC  |
| Ambrake Corporation                                       | Brandon J. Kessinger                | 300 Ring Road                      |               | Elizabethtown    | KY      | 42701      |         | 270-234-5428 | 270-737-3044 | bwender@alston.com              | Representative for Ambrake Corporation  |
| American Axle & Manufacturing, Inc.                       | Sтивен R. Keyes                     | One Dauch Drive, Mail Code 6E-2-42 |               | Detroit          | MI      | 48243      |         | 313-758-4868 |              | skessinger@akebono-usa.com      | Representative for American Axle & Manufacturing, Inc.  |
| Andrews Kurth LLP   | Gogi Malik                          | 1717 Main Street                   | Suite 3700    | Dallas           | TX      | 75201      |         | 214-659-4400 | 214-559-4401 | gmalik@andrewskurth.com         | Counsel to ITW Mortgage Investments IV, Inc.  |
| Andrews Kurth LLP   | Monica S. Blacker                   | 1717 Main Street                   | Suite 3700    | Dallas           | TX      | 75201      |         | 214-659-4400 | 214-559-4401 | monica.blacker@andrewskurth.com | Counsel to ITW Mortgage Investments IV, Inc.  |
| Angelo, Gordon & Co.                                      | Leigh Walzer                        | 245 Park Avenue                    | 26th Floor    | New York         | NY      | 10167      |         | 212-682-8251 | 212-867-6395 | lwalzer@angelgordon.com         | Counsel to Stanley Electric Sales of America, Inc.  |
| Anglin, Flewelling, Rasmussen, Campbell & Trytlen, LLP    | Mark T. Flewelling                  | 199 South Los Robles Avenue        | Suite 600     | Pasadena         | CA      | 91101-2459 |         | 626-535-1900 | 626-571-7764 | mf@afetel.com                   | Counsel to Stanley Electric Sales of America, Inc.  |
| APS Clearing, Inc.  | Andy Leinhoff                       | 1301 S. Capital of Texas Highway   | Suite B-220   | Austin           | TX      | 78746      |         | 512-314-4416 | 512-314-4462 | aleinhoff@amph.com              | Counsel to APS Clearing, Inc.   |
| APS Clearing, Inc.  | Matthew Hamilton                    | 1301 S. Capital of Texas Highway   | Suite B-220   | Austin           | TX      | 78746      |         | 512-314-4416 | 512-314-4462 | amhamilton@amph.com             | Counsel to APS Clearing, Inc.   |
| Arent Fox PLLC  | Mitchell D. Cohen                   | 1675 Broadway                      |               | New York         | NY      | 10019      |         | 212-484-3900 | 212-484-3990 | cmitchell@arentfox.com          | Counsel to Pullman Bank and Trust Company   |
| Arent Fox PLLC  | Robert M. Hirsch                    | 1675 Broadway                      |               | New York         | NY      | 10019      |         | 212-484-3900 | 212-484-3990 | rhirsch@arentfox.com            | Counsel to Pullman Bank and Trust Company   |
| Anall Golden Gregory LLP                                  | Darryl S. Laddin                    | 171 17th Street NW                 | Suite 2100    | Atlanta          | GA      | 30363-1031 |         | 404-873-8120 | 404-873-8121 | dladdin@agg.com                 | Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC   |
| Arnold & Porter LLP                                       | Joel M. Gross                       | 555 Twelfth Street, N.W.           |               | Washington       | D.C.    | 20004-1206 |         | 202-942-5000 | 202-942-5999 | jgross@agor.com                 | Counsel to CSX Transportation, Inc.   |
| ATS Automation Tooling Systems Inc.                       | Carl Galloway                       | 250 Royal Oak Road                 |               | Cambridge        | Ontario | N3H 4R6    | Canada  | 519-653-4463 | 519-650-6520 | cgalloway@atsautomation.com     | Company   |
| Barack, Ferrazzano, Kirschbaum Perlmutter & Nagelberg LLP | Kimberly J. Robinson                | 333 West Wacker Drive              | Suite 2700    | Chicago          | IL      | 60606      |         | 312-629-5170 | 312-984-3150 | kim.robinson@bkp.com            | Counsel to Motion Industries, Inc.  |
| Barack, Ferrazzano, Kirschbaum Perlmutter & Nagelberg LLP | William J. Barrett                  | 333 West Wacker Drive              | Suite 2700    | Chicago          | IL      | 60606      |         | 312-629-5170 | 312-984-3150 | william.barrett@bkp.com         | Counsel to Motion Industries, Inc.  |
| Barnes & Thornburg LLP                                    | Alan K. Mills                       | 11 S. Meridian Street              |               | Indianapolis     | IN      | 46204      |         | 317-236-1313 | 317-231-7433 | alan.mills@blaw.com             | Counsel to Mays Chemical Company  |
| Barnes & Thornburg LLP                                    | John T. Gregg                       | 300 Ottawa Avenue, NW              | Suite 500     | Grand Rapids     | MI      | 49503      |         | 616-742-3930 | 626-742-3999 | john.gregg@blaw.com             | Counsel to Priority Health; Clarion Corporation of America  |
| Barnes & Thornburg LLP                                    | Mark R. Owens                       | 11 S. Meridian Street              |               | Indianapolis     | IN      | 46204      |         | 317-236-1313 | 317-231-7433 | mark.owens@blaw.com             | Counsel to Clarion Corporation of America   |
| Barnes & Thornburg LLP                                    | Michael K. McCrory                  | 11 S. Meridian Street              |               | Indianapolis     | IN      | 46204      |         | 317-236-1313 | 317-231-7433 | michael.mccrory@blaw.com        | Counsel to Gibbs Die Casting Corporation; Clarion Corporation of America  |
| Barnes & Thornburg LLP                                    | Patrick E. Mears                    | 300 Ottawa Avenue, NW              | Suite 500     | Grand Rapids     | MI      | 49503      |         | 616-742-3936 | 616-742-3999 | pmears@blaw.com                 | Counsel to Amada Rubber Manufacturing Company; Bank of America Leasing & Leasing & Capital, LLC & AutoCam Corporation |
| Barnes & Thornburg LLP                                    | Wendy D. Brewer                     | 11 S. Meridian Street              |               | Indianapolis     | IN      | 46204      |         | 317-236-1313 | 317-231-7433 | wendy.brewer@blaw.com           | Counsel to Gibbs Die Casting Corporation  |

In re: Delphi Corporation, et al.  
Case No. 05-44481 (RDD)

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2002 List 060724

Delphi Corporation  
2002 List

| COMPANY                              | CONTACT                   | ADDRESS1                    | ADDRESS2                      | CITY         | STATE | ZIP   | COUNTRY | PHONE        | FAX          | EMAIL                      | PARTY/FUNCTION   |
|--------------------------------------|---------------------------|-----------------------------|-------------------------------|--------------|-------|-------|---------|--------------|--------------|----------------------------|--|
| Bartlett Hackett Feinberg P.C.       | Frank F. McGinn           | 155 Federal Street          | 9th Floor                     | Boston       | MA    | 02110 |         | 617-422-0200 | 617-422-0383 | frank@bartlettfeinberg.com | Counsel to Iron Mountain Information Management, Inc.  |
| Beeman Law Office                    | Thomas M. Beeman          | 33 West 10th Street         | Suite 200                     | Anderson     | IN    | 46016 |         | 765-640-1330 | 765-640-1332 | tom@beemanlawoffice.com    | Counsel to Madison County (Indiana) Treasurer  |
| Bernstein Lilowitz Berger & Grossman | Hannah E. Greenwald       | 1285 Avenue of the Americas |                               | New York     | NY    | 10019 |         | 212-554-1411 | 212-554-1444 |                            | Counsel to Teachers Retirement System of Oklahoma; Public Employees Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP        |
| Bernstein Lilowitz Berger & Grossman | John P. Coffey            | 1285 Avenue of the Americas |                               | New York     | NY    | 10019 |         | 212-554-1409 | 212-554-1444 | hannah@bblglaw.com         | Counsel to Teachers Retirement System of Oklahoma; Public Employees Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP        |
| Bernstein Lilowitz Berger & Grossman | Wallace A. Showman        | 1285 Avenue of the Americas |                               | New York     | NY    | 10019 |         | 212-554-1429 | 212-554-1444 | sean@bblglaw.com           | Counsel to SANLUIS Rassini International, Inc.; Rassini, S.A. de C.V.  |
| Berry Mooman P.C.                    | James P. Murphy           | 535 Griswold                | Suite 1900                    | Detroit      | MI    | 48226 |         | 313-496-1200 | 313-496-1300 | wallace@bblglaw.com        | Counsel to Kamax L.P.; Optrex America, Inc.  |
| Bialson, Bergen & Schwab             | Kenneth T. Law, Esq.      | 2600 El Camino Real         | Suite 300                     | Palo Alto    | CA    | 94306 |         | 650-857-9500 | 650-494-2738 | murphy@berrymooman.com     | Counsel to UPS Supply Chain Solutions, Inc.  |
| Bialson, Bergen & Schwab             | Lawrence M. Schwab, Esq.  | 2600 El Camino Real         | Suite 300                     | Palo Alto    | CA    | 94306 |         | 650-857-9500 | 650-494-2738 | klaw@bbslaw.com            | Counsel to UPS Supply Chain Solutions, Inc.; Selection Corporation; Selection De Mexico SA de CV; Selection Invoitronics; Coherent, Inc.; Veritas Software Corporation                   |
| Bialson, Bergen & Schwab             | Patrick M. Costello, Esq. | 2600 El Camino Real         | Suite 300                     | Palo Alto    | CA    | 94306 |         | 650-857-9500 | 650-494-2738 | lschwab@bbslaw.com         | Selection Corporation; Selection de Mexico SA de CV; Selection Invoitronics and Coherent, Inc.   |
| Bialson, Bergen & Schwab             | Thomas M. Gaa             | 2600 El Camino Real         | Suite 300                     | Palo Alto    | CA    | 94306 |         | 650-857-9500 | 650-494-2738 | pcostello@bbslaw.com       | Counsel to Veritas Software Corporation  |
| Blank Rome LLP                       | Bonnie Glantz Fatell      | Chase Manhattan Centre      | 1201 Market Street, Suite 800 | Wilmington   | DE    | 19801 |         | 302-425-6423 | 302-428-5110 | lgaa@bbslaw.com            | Counsel to Special Devices, Inc.   |
| Blank Rome LLP                       | Marc E. Richards          | The Chrysler Building       | 405 Lexington Avenue          | New York     | NY    | 10174 |         | 212-885-5000 | 212-885-5002 | fatell@blankrome.com       | Counsel to DENSO International America, Inc.   |
| Bodman LLP                           | Ralph E. McDowell         | 100 Renaissance Center      | 34th Floor                    | Detroit      | MI    | 48243 |         | 313-393-7592 | 313-393-7579 | richards@blankrome.com     | Counsel to Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.; Lear Corporation; American Axle & Manufacturing, Inc.      |
| Bond, Schoenack & King, PLLC         | Camille W. Hill           | One Lincoln Center          | 18th Floor                    | Syracuse     | NY    | 13202 |         | 315-218-8000 | 315-218-8100 | rmcdowell@bodmanhill.com   | Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessa Plastics Corp.   |
| Bond, Schoenack & King, PLLC         | Charles J. Sullivan       | One Lincoln Center          | 18th Floor                    | Syracuse     | NY    | 13202 |         | 315-218-8000 | 315-218-8100 | chill@bsk.com              | Counsel to Demolding Corporation   |
| Bond, Schoenack & King, PLLC         | Stephen A. Donato         | One Lincoln Center          | 18th Floor                    | Syracuse     | NY    | 13202 |         | 315-218-8000 | 315-218-8100 | csullivan@bsk.com          | Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessa Plastics Corp.; Demolding Corporation  |
| Bose McKinney & Evans LLP            | Jeannette Eisan Hinshaw   | 135 N. Pennsylvania Street  | Suite 2700                    | Indianapolis | IN    | 46204 |         | 317-684-5296 | 317-684-5173 | sdonato@bsk.com            | Counsel to Decatur Plastics Products, Inc. and Eikenberry & Associates, Inc.; Lorentson Manufacturing Company, Inc.; Lorentson Tooling, Inc.; L & S Tools, Inc.; Hewitt Tool & Die, Inc. |

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| COMPANY                                     | CONTACT                   | ADDRESS1                                | ADDRESS2       | CITY          | STATE | ZIP        | COUNTRY | PHONE                | FAX              | EMAIL                       | PARTY / FUNCTION  |
|---|---------------------------|---|----------------|---------------|-------|------------|---------|----------------------|------------------|-----------------------------|---|
| Boult, Cummings, Connors & Berry, PLC       | Austin L. McMullen        | 1600 Division Street, Suite 700         | PO Box 34005   | Nashville     | TN    | 37203      |         | 615-252-2307         | 615-252-6307     | amcmullen@bccb.com          | Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.   |
| Boult, Cummings, Connors & Berry, PLC       | Roger G. Jones            | 1600 Division Street, Suite 700         | PO Box 34005   | Nashville     | TN    | 37203      |         | 615-252-2307         | 615-252-6307     | amcmullen@bccb.com          | Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.   |
| Brembo S.p.A.                               | Massimiliano Cini         | Administration Department via Brembo 25 | 24035 Curno BG | Bergamo       |       |            | Italy   | 0039-035-605-605-529 | 0039-035-605-671 | mcini@brembo.it             | Counsel to SAP America, Inc.  |
| Brown & Conery, LLP                         | Donald K. Ludman          | 6 North Broad Street                    |                | Woodbury      | NJ    | 08096      |         | 856-812-8800         | 856-853-9933     | dludman@brownconery.com     | Counsel to Oracle USA, Inc.; Oracle Credit Corporation  |
| Buchalter Nemer, A Professional Corporation | Shawn M. Christianson     | 333 Market Street                       | 25th Floor     | San Francisco | CA    | 94105-2126 |         | 415-227-0900         | 415-227-0770     | schristianson@buchalter.com | Counsel to Mercedes-Benz U.S. International, Inc.   |
| Burr & Forman LLP                           | Michael Leo Hall          | 420 North Twentieth Street              | Suite 3100     | Birmingham    | AL    | 35203      |         | (205) 458-5367       | (205) 244-5651   | mhall@burr.com              | Counsel to United Power, Inc.   |
| Cage Williams & Abelman, P.C.               | Steven E. Abelman         | 1433 Seventeenth Street                 |                | Denver        | CO    | 80202      |         | 303-295-0202         |                  | sabelman@cagewilliams.com   | Counsel to Engelhard Corporation  |
| Cahill Gordon & Reindel LLP                 | Jonathan Greenberg        | 80 Pine Street                          |                | New York      | NY    | 10005      |         | 212-701-3000         | 732-205-6777     | jgreenberg@engelhards.com   | Counsel to Engelhard Corporation  |
| Cahill Gordon & Reindel LLP                 | Robert Usadi              | 80 Pine Street                          |                | New York      | NY    | 10005      |         | 212-701-3000         | 212-269-5420     | rusadi@cahill.com           | Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Elay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc. |
| Calinoff & Katz, LLP                        | Dorothy H. Marinis-Riggio | 140 East 45th Street                    | 17th Floor     | New York      | NY    | 10017      |         | 212-826-8800         | 212-644-5123     |                             | Counsel to Cascade Die Casting Group, Inc.  |
| Carson Fischer, P.L.C.                      | Robert A. Weisberg        | 300 East Maple Road                     | Third Floor    | Birmingham    | MI    | 48005-6317 |         | 248-644-4840         | 248-644-1832     | rweisberg@carsonfischer.com | Counsel to STMicroelectronics, Inc.   |
| Carter Ledyard & Milburn LLP                | Aaron R. Cahn             | 2 Wall Street                           |                | New York      | NY    | 10005      |         | 212-732-3200         | 212-732-3232     | cahn@clm.com                | Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC  |
| Clark Hill PLC                              | Joel D. Applebaum         | 500 Woodward Avenue                     | Suite 3500     | Detroit       | MI    | 48226-3435 |         | 313-965-8300         | 313-965-8252     | japplebaum@clarkhill.com    | Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC  |
| Clark Hill PLC                              | Shannon Deeb              | 500 Woodward Avenue                     | Suite 3500     | Detroit       | MI    | 48226-3435 |         | 313-965-8300         | 313-965-8252     | sdeeb@clarkhill.com         | Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC  |
| Clark Hill PLLC                             | Robert D. Gordon          | 500 Woodward Avenue                     | Suite 3500     | Detroit       | MI    | 48226-3435 |         | 313-965-8572         | 313-965-8252     | rgordon@clarkhill.com       | Counsel to Amases Electricos Automotrices, S.A. de C.V.; Cordaflex, S.A. de C.V.  |
| Cleary Gottlieb Steen & Hamilton LLP        | Deborah M. Buel           | One Liberty Plaza                       |                | New York      | NY    | 10006      |         | 212-225-2000         | 212-225-3999     | maofling@cgsh.com           | Counsel to Bear, Stearns, Co. Inc.; Cligroup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman Brothers, Inc.; Merrill Lynch & Co.; Morgan Stanley & Co., Inc.; UBS Securities LLC  |
| Cleary, Gottlieb, Steen & Hamilton LLP      | James L. Bromley          | One Liberty Plaza                       |                | New York      | NY    | 10006      |         | 212-225-2000         | 212-225-3999     | maofling@cgsh.com           | Counsel to Nova Chemicals, Inc.   |
| Cohen & Grigsby, P.C.                       | Thomas D. Maxson          | 11 Stanwix Street                       | 15th Floor     | Pittsburgh    | PA    | 15222-1319 |         | 412-297-4706         | 412-208-1837     | tmason@cohenlaw.com         | Counsel to International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)   |
| Cohen, Weiss & Simon LLP                    | Joseph J. Vitale          | 330 West 42nd Street                    |                | New York      | NY    | 10036      |         | 212-356-0238         | 646-473-8238     | jvital@cwsmny.com           | Counsel to Floyd Manufacturing Co., Inc.  |
| Cohn Birnbaum & Shea P.C.                   | Babetta Cecotti           |   |                | New York      | NY    | 10036      |         | 212-356-0238         | 646-473-8238     | bceccotti@cwsmny.com        |   |
| Cohn Birnbaum & Shea P.C.                   | Scott D. Rosen, Esq.      | 100 Pearl Street, 12th Floor            |                | Hartford      | CT    | 06103      |         | 860-493-2200         | 860-727-0361     | srosen@cb-shea.com          |   |

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|--|---|------------------------------|------------------------------------|--------------|-------|------------|---------|--------------|--------------|---|---|
| Colbert & Winstead, P.C.                     | Amy Wood Malone                                   | 1812 Broadway                |                                    | Nashville    | TN    | 37203      |         | 615-321-0555 | 615-321-9555 | amalone@colvinlaw.com   | Counsel to Averitt Express, Inc.  |
| Conlin, McKenney & Philbrick, P.C.           | Bruce N. Elliott                                  | 350 South Main Street        | Suite 400                          | Ann Arbor    | MI    | 48104      |         | 734-971-9000 | 734-971-9001 | Elliot@cmplaw.com   | Counsel to Brazeway, Inc.   |
| Connolly Bove Lodge & Hutz LLP               | Jeffrey C. Wisler, Esq.                           | 1007 N. Orange Street        | P.O. Box 2207                      | Wilmington   | DE    | 19899      |         | 302-658-9141 | 302-658-0380 | twisler@cbhl.com  | Counsel to ORIX Warren, LLC   |
| Contrarian Capital Management, L.L.C.        | Mark Lee, Janice Stanton,<br>Bill Raine, Seth Lax | 411 West Pulnam Avenue       | Suite 225                          | Greenwich    | CT    | 06830      |         | 203-862-8200 | 203-629-1977 | mlee@contrariancapital.com<br>jstanton@contrariancapital.com<br>kraine@contrariancapital.com<br>srlax@contrariancapital.com | Counsel to Contrarian Capital Management, L.L.C.  |
| Coolidge, Wall, Wonsley & Lombard Co.<br>LPA | Ronald S. Pretekin                                | 33 West First Street         | Suite 600                          | Dayton       | OH    | 45402      |         | 937-223-8177 | 937-223-6705 | Pretekin@coolaw.com   | Counsel to Harco Industries, Inc.;<br>Harco Brake Systems, Inc.; Dayton<br>Supply & Tool Company  |
| Coolidge, Wall, Wonsley & Lombard Co.<br>LPA | Sieven M. Wachstein                               | 33 West First Street         | Suite 600                          | Dayton       | OH    | 45402      |         | 937-223-8177 | 937-223-6705 | wachstein@coolaw.com  | Counsel to Harco Industries, Inc.;<br>Harco Brake Systems, Inc.; Dayton<br>Supply & Tool Company  |
| Coolidge, Wall, Wonsley & Lombard Co.<br>LPA | Sylvie J. Darrien                                 | 33 West First Street         | Suite 600                          | Dayton       | OH    | 45402      |         | 937-223-8177 | 937-223-6705 | darrien@coolaw.com  | Counsel to Harco Industries, Inc.;<br>Harco Brake Systems, Inc.; Dayton<br>Supply & Tool Company  |
| Cornell University                           | Nancy H. Pagliaro                                 | Office of University Counsel | 300 CCC Building,<br>Garden Avenue | Ithaca       | NY    | 14853-2601 |         | 607-255-5124 | 607-254-3556 | npag4@cornell.edu   | Paralegal/Counsel to Cornell<br>University  |
| Covington & Burling                          | Susan Power Johnston                              | 1330 Avenue of the Americas  |                                    | New York     | NY    | 10019      |         | 212-841-1005 | 646-441-9005 |   | Special Counsel to the Debtor   |
| Cox, Hodgman & Giannarco, P.C.               | Sean M. Walsh, Esq.                               | Tenth Floor Columbia Center  |                                    | Troy         | MI    | 48064-5280 |         | 248-457-7000 | 248-457-7001 | sjohnstn@cox.com  | Counsel to Nissanbo Automotive<br>Corporation   |
| Curtin & Heefner, LLP                        | Daniel P. Mazo                                    | 250 N. Pennsylvania Avenue   | 101 W. Big Beaver<br>Road          | Morrisville  | PA    | 19067      |         | 215-736-2521 | 215-736-3647 | swalsh@chglaw.com   | Counsel to SPS Technologies,<br>LLC; NSS Technologies, Inc.; SPS<br>Technologies Waterford Company;<br>Greer Stop Nul, Inc.   |
| Curtin & Heefner, LLP                        | Robert Szwajkos                                   | 250 N. Pennsylvania Avenue   |                                    | Morrisville  | PA    | 19067      |         | 215-736-2521 | 215-736-3647 | dpm@curtinheefner.com   | Counsel to SPS Technologies,<br>LLC; NSS Technologies, Inc.; SPS<br>Technologies Waterford Company;<br>Greer Stop Nul, Inc.   |
| Curtis, Mallet-Prevost, Colt & Mosie LLP     | Andrew M. Thau                                    | 101 Park Avenue              |                                    | New York     | NY    | 10178-0061 |         | 212-696-8898 | 917-368-8898 | rsz@curtinheefner.com   | Counsel to Electronics<br>International, Inc.; Flextronics<br>International USA, Inc.; Mutek<br>Flexible Circuits, Inc.; Sheldon de<br>Mexico S.A. de C.V.; Northfield<br>Acquisition Co. |
| Curtis, Mallet-Prevost, Colt & Mosie LLP     | David S. Karp                                     | 101 Park Avenue              |                                    | New York     | NY    | 10178-0061 |         | 212-696-6065 | 212-697-1559 | alkau@cm-p.com  | Counsel to Electronics<br>International, Inc.; Flextronics<br>International USA, Inc.; Mutek<br>Flexible Circuits, Inc.; Sheldon de<br>Mexico S.A. de C.V.; Northfield<br>Acquisition Co. |
| DaimlerChrysler Corporation                  | Kim Kolb  | CIMS 485-13-32               | 1000 Chrysler Drive                | Auburn Hills | MI    | 48326-2766 |         | 248-576-5741 |              | dkarp@cm-p.com  | Counsel to DaimlerChrysler<br>Corporation; DaimlerChrysler<br>Motors Company, LLC;  |
| Damon & Morey LLP                            | William F. Savino                                 | 1000 Cathedral Place         | 258 Main Street                    | Buffalo      | NY    | 14202-4096 |         | 716-856-5500 | 716-856-5510 | krk4@daimlerchrysler.com  | DaimlerChrysler Canada, Inc.  |
| Daniels & Kaplan, P.C.                       | Jay Selanders                                     | 2405 Grand Boulevard         | Suite 900                          | Kansas City  | MO    | 64108-2519 |         | 816-221-3086 | 816-221-3086 | wsavino@damonmorey.com  | Counsel to Relco, Inc.; The<br>Durham Companies, Inc.   |
|  |   |                              |                                    |              |       |            |         |              |              | selanders@danisandkaplan.com  | Counsel to DaimlerChrysler<br>Corporation; DaimlerChrysler<br>Motors Company, LLC;  |

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|---|--|-----------------------------|-----------------------|---------------|----------|------------|---------|--------------|--------------|------------------------------|--|
| Denso International America, Inc.               | Carol Sowa                                     | 24177 Denso Drive           |                       | Southfield    | MI       | 48066      |         | 248-372-8531 | 248-350-7772 | carol_sowa@denso-diam.com    | Counsel to Denso International America, Inc.   |
| Deputy Attorney General                         | Amina Maddox                                   | R.J. Hughes Justice Complex | P.O. Box 106          | Trenton       | NJ       | 08625      |         | 609-984-0183 | 609-292-6266 | amina.maddox@dol.state.nj.us | Deputy Attorney General - State of New Jersey  |
| DiConza Law, P.C.                               | Gerard DiConza, Esq.                           | 630 Third Avenue, 7th Floor |                       | New York      | NY       | 10017      |         | 212-682-4940 | 212-682-4942 | gdiConza@djawpc.com          | Counsel to Tys-Ali Plastics, Inc.; Furukawa Electric North America APD   |
| Dismore & Shohl LLP                             | John Persiani                                  | 1900 Chemed Center          | 255 East Fifth Street | Cincinnati    | OH       | 45202      |         | 513-977-8200 | 513-977-8141 | john.persiani@dinslaw.com    | Counsel to The Procter & Gamble Company  |
| DLA Piper Rudnick Gray Cary US LLP              | Richard M. Kremen<br>Maria Ellena Chavez-Ruark | The Marbury Building        | 6225 Smith Avenue     | Baltimore     | Maryland | 21209-3600 |         | 410-580-3000 | 410-580-3001 |                              | Counsel to Constellation NewEnergy, Inc. & Constellation NewEnergy - Gas Division, LLC   |
| Drinker Biddle & Reath LLP                      | Andrew C. Kassner                              | 18th and Cherry Streets     |                       | Philadelphia  | PA       | 19103      |         | 215-988-2700 | 215-988-2757 | richard.kremen@drlaw.com     | Counsel to Penske Truck Leasing Co., L.P.  |
| Drinker Biddle & Reath LLP                      | David B. Aaronson                              | 18th and Cherry Streets     |                       | Philadelphia  | PA       | 19103      |         | 215-988-2700 | 215-988-2757 | andrew.kassner@db-r.com      | Counsel to Penske Truck Leasing Co., L.P. and Quaker Chemical Corporation  |
| Duane Morris LLP                                | Joseph H. Lemkin                               | 744 Broad Street            | Suite 1200            | Newark        | NJ       | 07102      |         | 973-424-2000 | 973-424-2001 | david.aaronson@db-r.com      | Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Alkoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; Hosiden America Corporation and Samtech Corporation |
| Duane Morris LLP                                | Margery N. Reed, Esq.                          | 30 South 17th Street        |                       | Philadelphia  | PA       | 19103-4196 |         | 215-979-1000 | 215-979-1020 | jlemkin@duanemorris.com      | Counsel to ACE American Insurance Company  |
| Duane Morris LLP                                | Wendy M. Simkulak, Esq.                        | 30 South 17th Street        |                       | Philadelphia  | PA       | 19103-4196 |         | 215-979-1000 | 215-979-1020 | dmsimkulak@duanemorris.com   | Counsel to ACE American Insurance Company  |
| Eckert Seamans Cherin & Mellott LLC             | Michael G. Busenkell                           | 300 Delaware Avenue         | Suite 1360            | Wilmington    | DE       | 19801      |         | 302-425-0430 | 302-425-0432 | mbusenkel@eckertseamans.com  | Counsel to Chicago Miniature Optoelectronic Technologies, Inc.   |
| Electronic Data Systems Corporation             | Ayala Hassell                                  | 5400 Legacy Dr.             | Mail Stop H3-3A-05    | Plano         | TX       | 75024      |         | 212-715-9100 | 212-715-8000 | ayala.hassell@eds.com        | Representative for Electronic Data Systems Corporation   |
| Energy Services, Inc.                           | Alan H. Katz                                   | 7411 Highway 51 North       |                       | Southaven     | MS       | 38671      |         | 662-827-4100 | 662-827-4106 | akatz@energy.com             | Company  |
| Erman, Toucher, Miller, Zucker & Freedman, P.C. | David H. Freedman                              | 400 Galleria Office Centre  | Sle. 444              | Southfield    | MI       | 48034      |         | 248-827-4100 | 248-827-4106 | dfreedman@ermanleicher.com   | Counsel to Doshi Pretti International, LLC   |
| Ettelman & Hochheiser, P.C.                     | Gary Ettelman                                  | elo Premium Cadillac        | 77 Main Street        | New Rochelle  | NY       | 10801      |         | 516-227-6300 | 516-227-6307 | gettelman@e-hlaw.com         | Counsel to Jon Ballin  |
| Fagel Haber LLC                                 | Gary E. Green                                  | 55 East Monroe              | 40th Floor            | Chicago       | IL       | 60603      |         | 312-346-7500 | 312-580-2201 | ggreen@fagelhaber.com        | Counsel to Aluminum International, Inc.  |
| Fagel Haber LLC                                 | Lauren Newman                                  | 55 East Monroe              | 40th Floor            | Chicago       | IL       | 60603      |         | 312-346-7500 | 312-580-2201 | lnewman@fagelhaber.com       | Counsel to Aluminum International, Inc.  |
| Filardi Law Offices LLC                         | Charles J. Filardi, Jr., Esq.                  | 65 Trumbull Street          | Second Floor          | New Haven     | CT       | 06510      |         | 203-562-8588 | 866-890-3061 | charles.filardi-law.com      | Counsel to Federal Express Corporation   |
| Finkel Goldstein Rosenbloom & Nash LLP          | Ted J. Donovan                                 | 26 Broadway                 | Suite 711             | New York      | NY       | 10004      |         | 212-344-2929 | 212-422-6836 | tdonovan@finkgold.com        | Counsel to Pillarhouse (U.S.A.) Inc.   |
| Foley & Lardner LLP                             | Jill L. Murch                                  | 321 North Clark Street      | Suite 2800            | Chicago       | IL       | 60610-4764 |         | 312-832-4500 | 312-832-4700 | lmurch@foley.com             | Counsel to Kuss Corporation  |
| Fox Rothschild LLP                              | Fred Stevens                                   | 13 East 37th Street         | Suite 800             | New York      | NY       | 10016      |         | 212-682-7575 | 212-682-4218 | fstevens@foxrothschild.com   | Counsel to M&Q Plastic Products, Inc.  |
| Fox Rothschild LLP                              | Michael J. Viscount, Jr.                       | 1301 Atlantic Avenue        | Suite 400             | Atlantic City | NJ       | 08401-7212 |         | 609-348-4515 | 609-348-6834 | mviscount@foxrothschild.com  | Counsel to M&Q Plastic Products, Inc.  |
| Frederick T. Rikkers                            |  | 419 Venture Court           | P.O. Box 930555       | Verona        | WI       | 53593      |         | 608-848-6350 | 608-848-6357 | frtkrks@rikkerslaw.com       | Counsel to Southwest Metal Finishing, Inc.   |
| Gazes LLC                                       | Eric Wainer                                    | 32 Avenue of the Americas   | Suite 1800            | New York      | NY       | 10013      |         | 212-765-9000 | 212-765-9675 | office@gazesllc.com          | Counsel to Setech, Inc.  |
| Gazes LLC                                       | Ian J. Gazes                                   | 32 Avenue of the Americas   |                       | New York      | NY       | 10013      |         | 212-765-9000 | 212-765-9675 | ian@gazesllc.com             | Counsel to Setech, Inc.  |
| Genovese Joblove & Battista, P.A.               | Craig P. Rieders, Esq.                         | 100 S.E. 2nd Street         | Suite 4400            | Miami         | FL       | 33131      |         | 305-349-2300 | 305-349-2310 | creiders@qib-law.com         | Counsel to Ryder Integrated Logistics, Inc.  |

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|--|-----------------------------------|---------------------------|-------------------|---------------|-------|------------|---------|--------------|--------------|-------------------------------|---|
| Gibbons, Del Deo, Dolan, Grifflinger & Vecchione | David N. Crapo                    | One Riverfront Plaza      |                   | Newark        | NJ    | 07102-5497 |         | 973-596-4523 | 973-639-6244 | dcrapo@gibbonslaw.com         | Counsel to Epcos, Inc.  |
| Goldberg, Sinner, Meyers & Davis                 | Merle C. Meyers                   | 44 Montgomery Street      | Suite 2900        | San Francisco | CA    | 94104      |         | 415-362-5045 | 415-362-2392 | mmeyers@gsmldlaw.com          | Counsel to Alps Automotive, Inc.  |
| Goodwin Proctor LLP                              | Allan S. Brilliant                | 599 Lexington Avenue      |                   | New York      | NY    | 10022      |         | 212-813-8800 | 212-355-3333 | abrilliant@goodwinproctor.com | Counsel to UGS Corp.  |
| Goodwin Proctor LLP                              | Craig P. Druehl                   | 599 Lexington Avenue      |                   | New York      | NY    | 10022      |         | 212-813-8800 | 212-355-3333 | cdruehl@goodwinproctor.com    | Counsel to UGS Corp.  |
| Gorlick, Kravitz & Lishaus, P.C.                 | Barbara S. Mehlisack              | 17 State Street           | 4th Floor         | New York      | NY    | 10004      |         | 212-269-2500 | 212-269-2540 | sbmehlisack@gklaw.com         | Counsel to International Brotherhood of Electrical Workers Local Union No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832 |
| Goulston & Storrs, P.C.                          | Peter D. Bilowz                   | 400 Atlantic Avenue       |                   | Boston        | MA    | 02110-333  |         | 617-482-1776 | 617-574-4112 | pbilowz@goulstonstorr.com     | Counsel to Thermotech Company   |
| Grant & Eisenhofer P.A.                          | Geoffrey C. Jarvis                | 1201 North Market Street  | Suite 2100        | Wilmington    | DE    | 19801      |         | 302-622-7000 | 302-622-7100 |                               | Counsel to Teachers Retirement System of Oklahoma; Public Employees Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP   |
| Grant & Eisenhofer P.A.                          | Jay W. Eisenhofer                 | 45 Rockefeller Center     | 650 Fifth Avenue  | New York      | NY    | 10111      |         | 212-755-6501 | 212-755-6503 | jeisenhofer@gelaw.com         | Counsel to Teachers Retirement System of Oklahoma; Public Employees Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP   |
| Grant & Eisenhofer P.A.                          | Sharan Nirmul                     | 1201 North Market Street  | Suite 2100        | Wilmington    | DE    | 19801      |         | 302-622-7000 | 302-622-7100 | snirmul@gelaw.com             | Counsel to Teachers Retirement System of Oklahoma; Public Employees Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP   |
| Gratz, Miller & Brueggeman, S.C.                 | Matthew R. Robbins                | 1555 N. RiverCenter Drive | Suite 202         | Milwaukee     | WI    | 53212      |         | 414-271-4500 | 414-271-6308 | mrr@previante.com             | Counsel to International Brotherhood of Electrical Workers Local Union No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10  |
| Gratz, Miller & Brueggeman, S.C.                 | Timothy C. Hall                   | 1555 N. RiverCenter Drive | Suite 202         | Milwaukee     | WI    | 53212      |         | 414-271-4500 | 414-271-6308 | tcch@previante.com            | Counsel to International Brotherhood of Electrical Workers Local Union No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10  |
| Graydon Head & Ritchey LLP                       | J. Michael Debbler, Susan M. Argo | 1900 Fifth Third Center   | 511 Walnut Street | Cincinnati    | OH    | 45202      |         | 513-621-6464 | 513-651-3836 | mdebbler@graydon.com          | Counsel to Grote Industries; Batesville Tool & Die; PIA Group; Reliable Castings  |
| Greensfelder, Hemker & Gale, P.C.                | Cherie Macdonald                  | 10 S. Broadway            | Suite 200         | St. Louis     | MO    | 63102      |         | 314-241-8090 | 314-241-8624 | cmac@greensfelder.com         | Counsel to ARC Automotive, Inc.   |
| Guaranty Bank                                    | Herb Reiner                       | 8333 Douglas Avenue       |                   | Dallas        | TX    | 75225      |         | 214-360-2702 | 214-360-1940 | hr@guarantygroup.com          | Counsel to American Finance Group, Inc. db/a Guaranty Capital Corporation   |

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| COMPANY  | CONTACT   | ADDRESS1                     | ADDRESS2                       | CITY         | STATE | ZIP        | COUNTRY | PHONE        | FAX          | EMAIL  | PARTY / FUNCTION  |
|--|---|------------------------------|--------------------------------|--------------|-------|------------|---------|--------------|--------------|--|---|
| Halperin Battaglia Raich, LLP                      | Alan D. Halperin<br>Christopher J. Battaglia<br>Julie D. Dyas | 555 Madison Avenue           | 9th Floor                      | New York     | NY    | 10022      |         | 212-765-9100 | 212-765-0964 | chattaglia@halperinlaw.net<br>ahalperin@halperinlaw.net<br>jdyas@halperinlaw.net     | Counsel to Pacific Gas Turbine<br>Center, LLC and Chromalloy Gas<br>Turbine Corporation; ARC<br>Automotive, Inc.<br>Counsel to Baker Hughes<br>Incorporated; Baker Petroleum<br>Corporation<br>Counsel to @Road, Inc. |
| Harris D. Leinwand                                 | Harris D. Leinwand  | 350 Fifth Avenue             | Suite 2418                     | New York     | NY    | 10118      |         | 212-725-7338 | 212-244-6219 |  |   |
| Heller Ehrman LLP                                  | Carren Shulman<br>Timothy Mehok                               | Times Square Tower           | Seven Times<br>Square          | New York     | NY    | 10036      |         | 212-832-8300 | 212-763-7600 | hleinwand@aol.com<br>carren.shulman@hellerhrman.com<br>timothy.mehok@hellerhrman.com |   |
| Herrick, Feinstein LLP                             | Paul Rubin  | 2 Park Avenue                |                                | New York     | NY    | 10016      |         | 212-592-1448 | 212-545-3360 |  | Counsel to Canon U.S.A., Inc. and<br>Schmidt Technology GmbH<br>Counsel to Hewlett-Packard<br>Company   |
| Hewlett-Packard Company                            | Anne Marie Kennelly   | 3000 Hanover St., M/S 1050   |                                | Palo Alto    | CA    | 94304      |         | 650-857-6902 | 650-852-8617 | prubin@herrick.com   |   |
| Hewlett-Packard Company                            | Glen Dumont   | 420 Mountain Avenue          |                                | Murray Hill  | NJ    | 07974      |         | 908-898-4750 | 908-898-4137 | anne.kennelly@hp.com   | Counsel to Hewlett-Packard<br>Financial Services Company  |
| Hewlett-Packard Company                            | Kenneth F. Higman   | 2125 E. Katella Avenue       | Suite 400                      | Anaheim      | CA    | 92806      |         | 714-940-7120 | 740-940-7539 | glen.dumont@hp.com   | Counsel to Hewlett-Packard<br>Company   |
| Hewlett-Packard Company                            | Sharon Petrosino  | 420 Mountain Avenue          |                                | Murray Hill  | NJ    | 07974      |         | 908-898-4760 | 908-898-4133 | ken.higman@hp.com  | Counsel to Hewlett-Packard<br>Financial Services Company  |
| Hiscock & Barclay, LLP                             | J. Eric Charlton  | 300 South Salina Street      | PO Box 4878                    | Syracuse     | NY    | 13221-4878 |         | 315-425-2716 | 315-425-8576 | sharon.petrosino@hpc.com   | Counsel to GW Plastics, Inc.  |
| Hodgson Russ LLP                                   | Julia S. Kreher   | One M&T Plaza                | Suite 2000                     | Buffalo      | NY    | 14203      |         | 716-848-1330 | 716-819-4645 | echarlton@hiscockbarclay.com   | Counsel to Hexcel Corporation   |
| Hodgson Russ LLP                                   | Stephen H. Gross, Esq.  | 230 Park Avenue              | 17th Floor                     | New York     | NY    | 10169      |         | 212-751-4300 | 212-751-0928 | kreher@hodgsonruss.com   | Counsel to Hexcel Corporation   |
| Hogan & Hartson L.L.P.                             | Audrey Moog   | Columbia Square              | 555 Thirteenth<br>Street, N.W. | Washington   | D.C.  | 20004-1109 |         | 202-637-5677 | 202-637-5910 | sgross@hodgsonruss.com   | Counsel to Umicore Autocat<br>Canada Corp.  |
| Hogan & Hartson L.L.P.                             | Edward C. Dolan   | Columbia Square              | 555 Thirteenth<br>Street, N.W. | Washington   | D.C.  | 20004-1109 |         | 202-637-5677 | 202-637-5910 | edolan@hhlaw.com   | Counsel to Umicore Autocat<br>Canada Corp.  |
| Hogan & Hartson L.L.P.                             | Scott A. Golden   | 875 Third Avenue             |                                | New York     | NY    | 10022      |         | 212-918-3000 | 212-918-3100 | sgolden@hhlaw.com  | Counsel to XM Satellite Radio Inc.  |
| Holme Roberts & Owen, LLP                          | Elizabeth K. Flaagan  | 1700 Lincoln                 | Suite 4100                     | Denver       | CO    | 80203      |         | 303-861-7000 | 303-866-0200 | elizabeth.flanagan@hro.com   | Counsel to CoorsTek, Inc.; Corus,<br>L.P.   |
| Honigman, Miller, Schwartz and Cohn, LLP           | Donald T. Baly, Jr.   | 2290 First National Building | 860 Woodward<br>Avenue         | Detroit      | MI    | 48226      |         | 313-465-7314 | 313-465-7315 | elizabeth.flanagan@hro.com   | Counsel to Fujitsu Ten Corporation<br>of America  |
| Honigman, Miller, Schwartz and Cohn, LLP           | E. Todd Sable   | 2290 First National Building | 860 Woodward<br>Avenue         | Detroit      | MI    | 48226      |         | 313-465-7548 | 313-465-7549 | dsable@honigman.com  | Counsel to Valeo Climate Control<br>Corp.; Valeo Electrical Systems,<br>Inc. - Motors and Actuators<br>Division; Valeo Electrical Systems,<br>Inc. - Wipers Division; Valeo<br>Switches & Detection System, Inc.      |
| Hunter & Schank Co. LPA                            | John J. Hunter  | One Canton Square            | 1700 Canton<br>Avenue          | Toledo       | OH    | 43624      |         | 419-255-4300 | 419-255-9121 | jsable@honigman.com  | Counsel to ZF Group North<br>America Operations, Inc.   |
| Hunter & Schank Co. LPA                            | Thomas J. Schank  | One Canton Square            | 1700 Canton<br>Avenue          | Toledo       | OH    | 43624      |         | 419-255-4300 | 419-255-9121 | jhunter@hunterschank.com   | Counsel to ZF Group North<br>America Operations, Inc.   |
| Hunton & Williams LLP                              | Michael P. Massad, Jr.  | Energy Plaza, 30th Floor     | 1601 Bryan Street              | Dallas       | TX    | 75201      |         | 214-979-3000 | 214-880-0011 | tom.schank@hunterschank.com  | Counsel to RF Monolithics, Inc.   |
| Hunton & Williams LLP                              | Steven T. Holmes  | Energy Plaza, 30th Floor     | 1601 Bryan Street              | Dallas       | TX    | 75201      |         | 214-979-3000 | 214-880-0011 | mmassad@hunton.com   | Counsel to RF Monolithics, Inc.   |
| Hurwitz & Fine P.C.                                | Ann E. Evanko   | 1300 Liberty Building        |                                | Buffalo      | NY    | 14202      |         | 716-849-8900 | 716-855-0874 | sholmes@hunton.com   | Counsel to Jiffy-Tite Co., Inc.   |
| Ice Miller   | Ben T. Caughey  | One American Square          | Box 82001                      | Indianapolis | IN    | 46282-0200 |         | 317-236-2100 | 317-236-2219 | ae@hurwitzfine.com   | Counsel to Sumco, Inc.  |
| Infinion Technologies North America<br>Corporation | Greg Bibbes   | 1730 North First Street      | M/S 11305                      | San Jose     | CA    | 95112      |         | 408-501-6442 | 408-501-2486 | Ben.Caughey@icemiller.com  | General Counsel & Vice President<br>for Infinion Technologies North<br>America Corporation  |
| Infinion Technologies North America<br>Corporation | Jeff Gillespie  | 2529 Commerce Drive          | Suite H                        | Kokomo       | IN    | 46902      |         | 765-454-2146 | 765-456-3836 | greg.bibbes@infinion.com<br>jeff.gillespie@infinion.com                              | Global Account Manager for<br>Infinion Technologies North<br>America  |

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| COMPANY                                    | CONTACT  | ADDRESS1               | ADDRESS2                             | CITY        | STATE | ZIP   | COUNTRY | PHONE        | FAX          | EMAIL   | PARTY / FUNCTION   |
|--|--|------------------------|--------------------------------------|-------------|-------|-------|---------|--------------|--------------|---|--|
| International Union of Operating Engineers | Richard Griffin  | 1125-17th Avenue, N.W. |                                      | Washington  | DC    | 20036 |         | 202-429-9100 | 202-776-2641 |   | Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832   |
| Jaffe, Raitt, Heuer & Weiss, P.C.          | Paige E. Barr  | 27777 Franklin Road    | Suite 2500                           | Southfield  | MI    | 48034 |         | 248-351-3000 | 248-351-3082 | griffin@iuoe.org  | Counsel to Trutron Corporation   |
| Jason, Inc.                                | Beth Klimczak, General Counsel                               | 411 E. Wisconsin Ave   | Suite 2120                           | Milwaukee   | WI    | 53202 |         |              |              | pbarr@affelaw.com   | General Counsel to Jason Incorporated  |
| Jenner & Block LLP                         | Ronald R. Peterson   | One IBM Plaza          |                                      | Chicago     | IL    | 60611 |         | 312-222-9350 | 312-840-7381 |   | Counsel to SPX Corporation (Contech Division), Alcan Rolled Products-Ravenswood, LLC and Tenneco Inc.  |
| Johnston, Harris Gerde & Komarek, P.A.     | Jerry W. Gerde, Esq.   | 239 E. 4th St.         |                                      | Panama City | FL    | 32401 |         | 850-763-8421 | 850-763-8425 | rpeterson@janner.com  | Counsel to Peggy C. Brannon, Bay County Tax Collector  |
| Jones Day                                  | Scott J. Friedman  | 222 East 41st Street   |                                      | New York    | NY    | 10017 |         | 212-326-3939 | 212-755-7306 | gerdek@komarek@bellsouth.net  | Counsel to WL, Ross & Co., LLC   |
| Katten Muchin Rosenman LLP                 | John P. Sieger, Esq.   | 525 West Monroe Street |                                      | Chicago     | IL    | 60661 |         | 312-802-5200 | 312-577-4733 | jsieger@katten.com  | Counsel to TDK Corporation America and MEMC Electronic Materials, Inc.   |
| Kegler, Brown, Hill & Ritter Co., LPA      | Kenneth R. Cookson   | 65 East State Street   | Suite 1800                           | Columbus    | OH    | 43215 |         | 614-426-5400 | 614-464-2634 | john.sieger@kattenlaw.com   | Counsel to Solution Recovery Services  |
| Keller Rohrback L.L.P.                     | Lynn Lincoln Sarko<br>Carl Campan Laufenberg<br>Erin M. Rily | 1201 Third Avenue      | Suite 3200                           | Seattle     | WA    | 98101 |         | 206-623-1900 | 206-623-3384 | ksarko@kellerrohrback.com<br>claufenberg@kellerrohrback.com<br>erily@kellerrohrback.com | Counsel to Neal Folk, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States |
| Keller Rohrback P.L.C.                     | Gary A. Gotto  | National Bank Plaza    | 3101 North Central Avenue, Suite 900 | Phoenix     | AZ    | 85012 |         | 602-248-0088 | 602-248-2822 |   | Counsel to Neal Folk, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States |
| Kelley Dye & Warren, LLP                   | Mark I. Bane   | 101 Park Avenue        |                                      | New York    | NY    | 10178 |         | 212-808-7800 | 212-808-7897 | agotto@kellerrohrback.com   | Counsel to the Pension Benefit Guaranty Corporation  |
| Kelley Dye & Warren, LLP                   | Mark R. Sommerstein  | 101 Park Avenue        |                                      | New York    | NY    | 10178 |         | 212-808-7800 | 212-808-7897 | mbane@kelleydye.com   | Counsel to the Pension Benefit Guaranty Corporation  |
| Kennedy, Jennick & Murray                  | Larry Magarik  | 113 University Place   | 7th Floor                            | New York    | NY    | 10003 |         | 212-358-1500 | 212-358-0207 | msommerstein@kelleydye.com  | Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America  |
| Kennedy, Jennick & Murray                  | Susan M. Jennik  | 113 University Place   | 7th Floor                            | New York    | NY    | 10003 |         | 212-358-1500 | 212-358-0207 | lmagarik@kimlabor.com   | Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America  |

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| COMPANY  | CONTACT                | ADDRESS1  | ADDRESS2                     | CITY       | STATE | ZIP        | COUNTRY | PHONE          | FAX              | EMAIL                            | PARTY / FUNCTION  |
|--|------------------------|---|------------------------------|------------|-------|------------|---------|----------------|------------------|----------------------------------|---|
| Kennedy, Jennick & Murray                            | Thomas Kennedy         | 113 University Place                              | 7th Floor                    | New York   | NY    | 10003      |         | 212-358-1500   | 212-358-0207     |                                  | Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America |
| King & Spalding, LLP                                 | Alexandra B. Feldman   | 1185 Avenue of the Americas                       |                              | New York   | NY    | 10036      |         | 212-556-2100   | 212-556-2222     | kennedy@kjmllabor.com            | Counsel to Martinrea International, Inc.  |
| King & Spalding, LLP                                 | George B. South, III   | 1185 Avenue of the Americas                       |                              | New York   | NY    | 10036      |         | 212-556-2100   | 212-556-2222     | afeldman@kjslaw.com              | Counsel to Martinrea International, Inc.  |
| Kirkland & Ellis LLP                                 | Geoffrey A. Richards   | 200 East Randolph Drive                           |                              | Chicago    | IL    | 60601      |         | 312-861-2000   | 312-861-2200     | gsouth@kjslaw.com                | Counsel to Lunt Manufacturing Company   |
| Kirkpatrick & Lockhart Nicholson Graham LLP          | Edward M. Fox          | 599 Lexington Avenue                              |                              | New York   | NY    | 10022      |         | 212-536-4812   | 212-536-3901     | erichard@kirkland.com            | Counsel to Wilmington Trust Company, as Indenture Trustee   |
| Klett Rooney Lieber & Schorling                      | Eric L. Schnabel       | The Brandywine Building                           | 1000 West Street, Suite 1410 | Wilmington | DE    | 19801      |         | (302) 552-4200 |                  | efox@krlg.com                    | Counsel to Entergy  |
| Krugliak, Wilkins, Griffiths & Dougherty CO., L.P.A. | Sam O. Simmerman       | 4775 Munson Street N.W.                           | P.O. Box 36963               | Canton     | OH    | 44735-6963 |         | 330-497-0700   | 330-497-4020     | schabel@kkrugliak.com            | Counsel to for Millwood, Inc.   |
| Kutchin & Rufo, P.C.                                 | Edward D. Kutchin      | 155 Federal Street                                | 17th Floor                   | Boston     | MA    | 02110-1727 |         | 617-542-3000   | 617-542-3001     | edkutchin@kkrugliak.com          | Counsel to Parler Corporation   |
| Kutchin & Rufo, P.C.                                 | Kerry R. Northrup      | 155 Federal Street                                | 17th Floor                   | Boston     | MA    | 02110-1727 |         | 617-542-3000   | 617-542-3001     | ekutchin@kutchinrufo.com         | Counsel to Parlex Corporation   |
| Lambert, Leser, Isaacson, Cook & Guinla, P.C.        | Susan M. Cook          | 309 Davidson Building                             | PO Box 835                   | Bay City   | MI    | 48707-0835 |         | 989-893-3518   |                  | smcook@lambertleser.com          | Counsel to Linamar Corporation  |
| Latham & Watkins                                     | Erika Ruiz             | 885 Third Avenue                                  |                              | New York   | NY    | 10022      |         | 212-906-1200   | 212-751-4864     | erika.ruiz@lw.com                | UCC Professional  |
| Latham & Watkins                                     | Henry P. Baer, Jr.     | 885 Third Avenue                                  |                              | New York   | NY    | 10022      |         | 212-906-1200   | 212-751-4864     | herry.baer@lw.com                | UCC Professional  |
| Latham & Watkins                                     | John W. Weiss          | 885 Third Avenue                                  |                              | New York   | NY    | 10022      |         | 212-906-1200   | 212-751-4864     | john.weiss@lw.com                | UCC Professional  |
| Latham & Watkins                                     | Mark A. Broude         | 885 Third Avenue                                  |                              | New York   | NY    | 10022      |         | 212-906-1200   | 212-751-4864     | mark.broude@lw.com               | UCC Professional  |
| Latham & Watkins                                     | Michael J. Riela       | 885 Third Avenue                                  |                              | New York   | NY    | 10022      |         | 212-906-1200   | 212-751-4864     | michael.riela@lw.com             | UCC Professional  |
| Latham & Watkins                                     | Mitchell A. Seider     | 885 Third Avenue                                  |                              | New York   | NY    | 10022      |         | 212-906-1200   | 212-751-4864     | mitchell.seider@lw.com           | UCC Professional  |
| Lewis and Roca LLP                                   | Rob Charles, Esq.      | One South Church Street                           | Suite 700                    | Tucson     | AZ    | 85701      |         | 520-629-4427   | 520-879-4705     |                                  | Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.)  |
| Lewis and Roca LLP                                   | Susan M. Freeman, Esq. | 40 North Central Avenue                           | Suite 1900                   | Phoenix    | AZ    | 85004-4429 |         | 602-282-5756   | 602-734-3824     | rcharles@lrw.com                 | Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.)  |
| Linear Technology Corporation                        | John England, Esq.     | General Counsel for Linear Technology Corporation | 1630 McCarthy Blvd.          | Milpitas   | CA    | 95035-7417 |         | 408-432-1900   | 408-434-0507     | sfreeman@lrw.com                 | Counsel to Linear Technology Corporation  |
| Linebarger Goggan Blair & Sampson, LLP               | Diane W. Sanders       | 1949 South IH 35 (78/41)                          | P.O. Box 17428               | Austin     | TX    | 78760-7428 |         | 512-447-6675   | 512-443-5114     | jengland@linear.com              | Counsel to Cameron County, Brownsville ISD  |
| Linebarger Goggan Blair & Sampson, LLP               | Elizabeth Weller       | 2323 Bryan Street                                 | Suite 1600                   | Dallas     | TX    | 75201      |         | 214-880-0089   | 469-2215002      | austin.bankruptcy@publicans.com  | Counsel to Dallas County and Tarrant County   |
| Linebarger Goggan Blair & Sampson, LLP               | John P. Dillman        | P.O. Box 3064                                     |                              | Houston    | TX    | 77253-3064 |         | 713-844-3478   | 713-844-3503     | dallas.bankruptcy@publicans.com  | Counsel in Charge for Taxing Authorities: Cypress-Fairbanks Independent School District, City of Houston, Harris County       |
| Loeb & Loeb LLP                                      | P. Gregory Schwed      | 345 Park Avenue                                   |                              | New York   | NY    | 10154-0037 |         | 212-407-4000   |                  | houston.bankruptcy@publicans.com | Counsel to Creditor The Interpublic Group of Companies, Inc. and Proposed Auditor Deloitte & Touche, LLP                      |
| Loeb & Loeb LLP                                      | William M. Hawkins     | 345 Park Avenue                                   |                              | New York   | NY    | 10154      |         | 212-407-4000   | 212-407-4990     | gschwed@loeb.com                 | Counsel to Industrial Ceramics Corporation  |
| Lord, Bissel & Brook                                 | Timothy S. McFadden    | 115 South LaSalle Street                          |                              | Chicago    | IL    | 60603      |         | 312-443-0370   | 312-896-6394     | whawkins@loeb.com                | Counsel to Methode Electronics, Inc.  |
| Lord, Bissel & Brook                                 | Timothy W. Brink       | 115 South LaSalle Street                          |                              | Chicago    | IL    | 60603      |         | 312-443-1832   | 312-443-896-6432 | timbrink@lordbissel.com          | Counsel to Sedgwick Claims Management Services, Inc.  |

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| COMPANY                               | CONTACT   | ADDRESS1                    | ADDRESS2      | CITY              | STATE   | ZIP        | COUNTRY | PHONE        | FAX          | EMAIL                                      | PARTY / FUNCTION   |
|---------------------------------------|---|-----------------------------|---------------|-------------------|---------|------------|---------|--------------|--------------|--|--|
| Lord, Bissel & Brook LLP              | Kevin J. Walsh                                    | 885 Third Avenue            | 26th Floor    | New York          | NY      | 10022-4802 |         | 212-947-8304 | 212-947-1202 | kwalsh@lordbissel.com                      | Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.   |
| Lord, Bissel & Brook LLP              | Rocco N. Covino                                   | 885 Third Avenue            | 26th Floor    | New York          | NY      | 10022-4802 |         | 212-812-8340 | 212-947-1202 |  | Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.   |
| Lowenstein Sandler PC                 | Bruce S. Nathan                                   | 1251 Avenue of the Americas |               | New York          | NY      | 10020      |         | 212-262-6700 | 212-262-7402 | rovnino@lordbissel.com                     | Counsel to Daewoo International (America) Corp.  |
| Lowenstein Sandler PC                 | Ira M. Levee                                      | 1251 Avenue of the Americas | 18th Floor    | New York          | NY      | 10020      |         | 212-262-6700 | 212-262-7402 | bnathan@lowenstein.com                     | Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Ralfeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP   |
| Lowenstein Sandler PC                 | Kenneth A. Rosen                                  | 65 Livingston Avenue        |               | Roseland          | NJ      | 07068      |         | 973-597-2500 | 973-597-2400 | llevee@lowenstein.com                      | Counsel to Cerberus Capital Management, L.P.   |
| Lowenstein Sandler PC                 | Michael S. Elkin                                  | 1251 Avenue of the Americas | 18th Floor    | New York          | NY      | 10020      |         | 212-262-6700 | 212-262-7402 | krosen@lowenstein.com                      | Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Ralfeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP   |
| Lowenstein Sandler PC                 | Scott Cargill                                     | 65 Livingston Avenue        |               | Roseland          | NJ      | 07068      |         | 973-597-2500 | 973-597-2400 | melkin@lowenstein.com                      | Counsel to Cerberus Capital Management, L.P.; AT&T Corporation   |
| Lowenstein Sandler PC                 | Vincent A. D'Agostino                             | 65 Livingston Avenue        |               | Roseland          | NJ      | 07068      |         | 973-597-2500 | 973-597-2400 | scargill@lowenstein.com                    | Counsel to AT&T Corporation  |
| Lyden, Liebenthal & Chappell, Ltd.    | Erik G. Chappell                                  | 5565 Airport Highway        | Suite 101     | Toledo            | OH      | 43615      |         | 419-867-8900 | 419-867-8909 | vdagostino@lowenstein.com                  | Representative for Madison Capital Management  |
| MacDonald, Illig, Jones & Britton LLP | Richard J. Parks                                  | 100 State Street            | Suite 700     | Erie              | PA      | 16507-1459 |         | 814-870-7754 | 814-454-4647 | egc@lydenlaw.com                           | Counsel to Metro Fibres, Inc.  |
| Madison Capital Management            | Joe Landen  | 6143 South Willow Drive     | Suite 200     | Greenwood Village | CO      | 80111      |         | 303-857-4254 | 303-957-2098 | tearls@mlib.com                            | Counsel to Ideal Tool Company, Inc.  |
| Margulies & Levinson, LLP             | Jeffrey M. Levinson, Esq.<br>Leah M. Caplan, Esq. | 30100 Chagrin Boulevard     | Suite 250     | Pepper Pike       | OH      | 44124      |         | 216-514-4935 | 216-514-4936 | jlanden@madisoncap.com                     | Representative for Madison Capital Management  |
| Mastromarco & Jahn, P.C.              | Victor J. Mastromarco, Jr.                        | 1024 North Michigan Avenue  | P.O. Box 3197 | Saginaw           | MI      | 48605-3197 |         | 989-752-1414 |              | lmc@ml-legal.com                           | Counsel to Venture Plastics  |
| Masuda Funai Eiert & Mitchell, Ltd.   | Gary D. Santella                                  | 203 North LaSalle Street    | Suite 2500    | Chicago           | IL      | 60601-1262 |         | 312-245-7500 | 312-245-7467 | vmastromar@aol.com                         | Counsel to H.E. Services Company and Robert Backie and Counsel to Cindy Palmer, Personal Representative to the Estate of Michael Palmer  |
| Mayer, Brown, Rowe & Maw LLP          | Jeffrey G. Tougas                                 | 1675 Broadway               |               | New York          | NY      | 10019      |         | 212-262-1910 | 212-506-2500 | gsantella@masudafunai.com                  | Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Alkoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; Hosiden America Corporation and Samtech Corporation |
| Mayer, Brown, Rowe & Maw LLP          | Raniero D'Aversa, Jr.                             | 1675 Broadway               |               | New York          | NY      | 10019      |         | 212-262-1910 | 212-506-2500 | jdouglas@mayerbrownrowe.com                | Counsel to Bank of America, N.A.   |
| McCartier & English, LLP              | David J. Adler, Jr. Esq.                          | 245 Park Avenue, 27th Floor |               | New York          | NY      | 10167      |         | 212-609-6800 | 212-609-6921 | rdaversa@mayerbrown.com                    | Counsel to Ward Products, LLC  |
| McCarthy Tetrauli LLP                 | John J. Salmas<br>Lorne P. Salzman                | 66 Wellington Street West   | Suite 4700    | Toronto           | Ontario | M5K 1E6    |         | 416-362-1812 | 416-888-0673 | dadler@mccarthy.ca<br>lsalzman@mccarthy.ca | Counsel to Themselves (McCarthy Tetrauli LLP)  |

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|--|-------------------------|---------------------------|-----------------------------------|----------------|-------|------------|---------|--------------|--------------|-------------------------------|---|
| McDermott Will & Emery LLP   | James M. Sullivan       | 340 Madison Avenue        |                                   | New York       | NY    | 10017      |         | 212-547-5477 | 212-547-5444 |                               | Counsel to Linear Technology Corporation, National Semiconductor Corporation; Tintin Corporation  |
| McDermott Will & Emery LLP   | Stephen B. Solbst       | 340 Madison Avenue        |                                   | New York       | NY    | 10017      |         | 212-547-5400 | 212-547-5444 | jsullivan@mwe.com             | Counsel to National Semiconductor Corporation   |
| McDonald Hopkins Co., LPA  | Jean R. Robertson, Esq. | 600 Superior Avenue, East | Suite 2100                        | Cleveland      | OH    | 44114      |         | 216-348-5400 | 216-348-5474 | sselbst@mwe.com               | Counsel to Brush Engineered materials   |
| McDonald Hopkins Co., LPA  | Scott N. Opincar, Esq.  | 600 Superior Avenue, E.   | Suite 2100                        | Cleveland      | OH    | 44114      |         | 216-348-5400 | 216-348-5474 | robertson@mcdonaldhopkins.com | Counsel to Republic Engineered Products, Inc.   |
| McDonald Hopkins Co., LPA  | Shawn M. Riley, Esq.    | 600 Superior Avenue, E.   | Suite 2100                        | Cleveland      | OH    | 44114      |         | 216-348-5400 | 216-348-5474 | opincar@mcdonaldhopkins.com   | Counsel to Republic Engineered Products, Inc.   |
| McElroy, Deutsch, Mulvaney & Carpenter, LLP                                    | Jeffrey Bernstein, Esq. | Three Gateway Center      | 100 Mulberry Street               | Newark         | NJ    | 07102-4079 |         | 973-622-7711 | 973-622-5314 | stiley@mcdonaldhopkins.com    | Counsel to New Jersey Self-Insurers Guaranty Association  |
| McGuirewoods LLP   | Elizabeth L. Gurn       | One James Center          | 901 East Cary Street              | Richmond       | VA    | 23219-4030 |         | 804-775-1178 | 804-698-2186 | bernstein@mcdmclaw.com        | Counsel to Siemens Logistics Assembly Systems, Inc.   |
| Meyer, Suozzi, English & Klein, P.C.   | Hanan Kolko             | 1350 Broadway             | Suite 501                         | New York       | NY    | 10018      |         | 212-239-4999 | 212-239-1311 | egurn@mcsquirewoods.com       | Counsel to The International Union of Electronic, Salinated, Machine and Furniture Workers - Communications Workers of America  |
| Meyer, Suozzi, English & Klein, P.C.   | Lowell Peterson, Esq.   | 1350 Broadway             | Suite 501                         | New York       | NY    | 10018      |         | 212-239-4999 | 212-239-1311 | hkolko@msek.com               | Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO   |
| Meyers, Rodbell & Rosenbaum, P.A.  | M. Evan Meyers          | Berkshire Building        | 6801 Kenilworth Avenue, Suite 400 | Riverdale Park | MD    | 20737-1385 |         | 301-699-5600 |              | peyers@msek.com               | Counsel to Prince George County, Maryland   |
| Meyers, Rodbell & Rosenbaum, P.A.  | Robert H. Rosenbaum     | Berkshire Building        | 6801 Kenilworth Avenue, Suite 400 | Riverdale Park | MD    | 20737-1385 |         | 301-699-5600 |              | emeyers@mrlaw.net             | Counsel to Prince George County, Maryland   |
| Miami-Dade County, FL  | April Burch             | 140 West Flagler Street   | Suite 1403                        | Miami          | FL    | 33130      |         | 305-375-5314 | 305-375-1142 | rosenbaum@mrlaw.net           | Paralegal Collection Specialist for Miami-Dade County   |
| Michael Cox  |                         | Cadillac Place            | 3030 W. Grand Blvd., Suite 10-200 | Detroit        | MI    | 48202      |         | 313-456-0140 |              | aburch@miamidade.gov          | Attorney General for State of Michigan, Department of Treasury  |
| Michigan Department of Labor and Economic Growth, Worker's Compensation Agency | Dennis J. Raterink      | PO Box 30736              |                                   | Lansing        | MI    | 48905-7717 |         | 517-373-1820 | 517-373-2129 | mlag@michigan.gov             | Assistant Attorney General for Worker's Compensation Agency   |
| Michigan Department of Labor and Economic Growth, Worker's Compensation Agency | Michael Cox             | PO Box 30736              |                                   | Lansing        | MI    | 48905-7717 |         | 517-373-1820 | 517-373-2129 | raterink@michigan.gov         | Attorney General for Worker's Compensation Agency   |
| Miles & Stockbridge, P.C.  | Kerry Hopkins           | 10 Light Street           |                                   | Baltimore      | MD    | 21202      |         | 410-385-3418 | 410-385-3700 | mlag@michigan.gov             | Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Elay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc. |
| Miles & Stockbridge, P.C.  | Thomas D. Renda         | 10 Light Street           |                                   | Baltimore      | MD    | 21202      |         | 410-385-3418 | 410-385-3700 | khopkins@milesstockbridge.com | Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Elay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc. |

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|---|--|----------------------------|------------------------|--------------|-------|------------|---------|--|------------------------------|---|---|
| Miller Johnson                                    | Thomas P. Sarb<br>Robert D. Wolford  | 250 Monroe Avenue, N.W.    | Suite 800, PO Box 306  | Grand Rapids | MI    | 49501-0306 |         | 616-831-1748<br>616-831-1726                 | 616-988-1748<br>616-988-1726 | sarb@millerjohnson.com<br>wolford@millerjohnson.com                 | Counsel to Prigione & City, Inc.  |
| Miller, Canfield, Paddock and Stone, P.L.C.       | Jonathan S. Green  | 150 W. Jefferson Avenue    | Suite 2500             | Detroit      | MI    | 48226      |         | 313-496-8452                                 | 313-496-7997                 | green@millercanfield.com  | Counsel to Wells Operating Partnership, LP  |
| Miller, Canfield, Paddock and Stone, P.L.C.       | Timothy A. Fusco   | 150 W. Jefferson Avenue    | Suite 2500             | Detroit      | MI    | 48226      |         | 313-496-8435                                 | 313-496-8453                 | green@millercanfield.com  | Counsel to Niles USA Inc., Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems  |
| Mintz, Levin, Cohn, Feris Glovsky and Pepco, P.C. | Paul J. Ricotta  | One Financial Center       |                        | Boston       | MA    | 02111      |         | 617-542-6000                                 | 617-542-2241                 | fusco@millercanfield.com  | Counsel to Hitachi Automotive Products (USA), Inc. and Conceria Pasubio   |
| Mintz, Levin, Cohn, Feris Glovsky and Pepco, P.C. | Stephanie K. Hoos  | The Chrysler Center        | 666 Third Avenue       | New York     | NY    | 10017      |         | 212-835-3000                                 | 212-983-3115                 | pitcolla@mintz.com  | Counsel of Hitachi Automotive Products (USA), Inc. and Conceria Pasubio   |
| Molex Connector Corp                              | Jeff Ott   | 2222 Wellington Ct.        |                        | Lisle        | IL    | 60532      |         | 630-527-4254                                 | 630-512-8610                 | skhoos@mintz.com  | Counsel to Molex Connector Corp   |
| Morgan, Lewis & Bockius LLP                       | Andrew D. Gottfried  | 101 Park Avenue            |                        | New York     | NY    | 10178-0060 |         | 212-309-6000                                 | 212-309-6001                 | jeff.ott@molex.com  | Counsel to ITT Industries, Inc.; Hitachi Chemical (Singapore), Ltd.   |
| Morgan, Lewis & Bockius LLP                       | Menachem O. Zelmanovitz  | 101 Park Avenue            |                        | New York     | NY    | 10178      |         | 212-309-6000                                 | 212-309-6001                 | agottfried@morganlewis.com  | Counsel to Hitachi Chemical (Singapore) Pte. Ltd.   |
| Morgan, Lewis & Bockius LLP                       | Richard W. Esterkin, Esq.  | 300 South Grand Avenue     |                        | Los Angeles  | CA    | 90017      |         | 213-612-1163                                 | 213-612-2501                 | mzelemanovitz@morganlewis.com                                       | Counsel to Sumitomo Corporation   |
| Moritt Hock Hamroff & Horowitz LLP                | Leslie Ann Berkoff   | 400 Garden City Plaza      |                        | Garden City  | NY    | 11530      |         | 516-873-2000                                 |                              | rasterkin@morganlewis.com   | Counsel to Standard Microsystems Corporation and its direct and indirect subsidiaries Oasis Silicon Systems AG and SMSC NA Automotive, LLC (successor-in-interest to Oasis Silicon Systems, Inc.)   |
| Morrison Cohen LLP                                | Michael R. Dai Lago  | 909 Third Avenue           |                        | New York     | NY    | 10022      |         | 212-735-8757                                 | 917-522-3157                 | lberkoff@morrisoncohen.com  | Counsel to Blue Cross and Blue Shield of Michigan   |
| Munsch Hardt Kopri & Harr, P.C.                   | Raymond J. Urbanik, Esq.,<br>Joseph J. Wielebinski, Esq.<br>and Davor Rukavina, Esq. | 3600 Lincoln Plaza         | 500 North Akard Street | Dallas       | RX    | 75201-6659 |         | 214-855-7590<br>214-855-7561<br>214-855-7587 | 214-955-7584                 | indallago@morrisoncohen.com   | Counsel to Texas Instruments Incorporated   |
| Nantz, Litowich, Smith, Girard & Hamilton, P.C.   | Sandra S. Hamilton   | 2025 East Belline, S.E.    | Suite 600              | Grand Rapids | MI    | 49546      |         | 616-977-0077                                 | 616-977-0529                 | urbanik@munsch.com<br>wielebinski@munsch.com<br>rukavina@munsch.com | Counsel to Lanter Diversified Industries, Inc.  |
| Nathan, Neuman & Nathan, P.C.                     | Kenneth A. Nathan  | 29100 Northwestern Highway | Suite 260              | Southfield   | MI    | 48034      |         | 248-351-0099                                 | 248-351-0487                 | sandy@nlsq.com  | Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Elkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Elkin Management Services, Inc. and Elkin Real Properties |
| Nathan, Neuman & Nathan, P.C.                     | Susanna C. Brennan   | 29100 Northwestern Highway | Suite 260              | Southfield   | MI    | 48034      |         | 248-351-0098                                 | 248-351-0487                 | knathan@nathanneuman.com  | Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Elkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Elkin Management Services, Inc. and Elkin Real Properties |

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|--|---------------------------------|------------------------------|---------------------|---------------|-------|------------|---------|---------------|--------------|----------------------------------|--|
| National City Commercial Capital                           | Lisa M. Moore                   | 995 Dalton Avenue            |                     | Cincinnati    | OH    | 45203      |         | 513-455-2390  | 866-298-4481 | lisa.moore2@nationalcity.com     | Vice President and Senior Counsel to National City Commercial Capital  |
| Nelson Mullins Riley & Scarborough                         | George B. Caulhen               | 1320 Main Street, 17th Floor | PO Box 11070        | Columbia      | SC    | 29201      |         | 803-7255-9425 | 803-256-7500 |                                  | Counsel to Daiwylar Rubber & Plastics, Inc.; Daiwylar, Inc.; Daiwylar I/O devices (Americas), Inc.; Rothrist Tube (USA), Inc.  |
| Nix, Patterson & Roach, L.L.P.                             | Bradley E. Beckworth            | 205 Linda Drive              |                     | Daingerfield  | TX    | 75638      |         | 903-645-7333  | 903-645-4415 | george.caulhen@nelsonmullins.com | Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Railfelsen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP |
| Nix, Patterson & Roach, L.L.P.                             | Jeffrey J. Angelovich           | 205 Linda Drive              |                     | Daingerfield  | TX    | 75638      |         | 903-645-7333  | 903-645-4415 | jbeckworth@nixlawfirm.com        | Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Railfelsen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP |
| Nix, Patterson & Roach, L.L.P.                             | Susan Whalley                   | 205 Linda Drive              |                     | Daingerfield  | TX    | 75638      |         | 903-645-7333  | 903-645-4415 | jangelovich@nixlawfirm.com       | Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Railfelsen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP |
| Noma Company and General Chemical Performance Products LLC | James Imbriaco                  | 90 East Halsey Road          |                     | Parishpanny   | NJ    | 07054      |         | 973-884-6952  | 973-515-3244 | susanwhalley@nixlawfirm.com      | Counsel to Rotor Clip Company, Inc.  |
| Norris, McLaughlin & Marcus                                | Elizabeth L. Abdelmasieh, Esq.  | 721 Route 202-206            | P.O. Box 1018       | Somerville    | NJ    | 08876      |         | 908-722-0700  | 908-722-0755 | jimbriaco@gentek-global.com      | Counsel to WL Ross & Co., LLC  |
| North Point  | David G. Heiman                 | 901 Lakeside Avenue          |                     | Cleveland     | OH    | 44114      |         | 216-586-3939  | 216-575-0212 | eabdelmasieh@nmmlaw.com          | Counsel to WL Ross & Co., LLC  |
| North Point  | Michelle M. Harner              | 901 Lakeside Avenue          |                     | Cleveland     | OH    | 44114      |         | 216-586-3939  | 216-575-0212 | dheiman@jonesday.com             | Office of the Chapter 13 Trustee   |
| Office of the Chapter 13 Trustee                           | Camille Hope                    | P.O. Box 954                 |                     | Macon         | GA    | 31202      |         | 478-742-8706  | 478-746-4488 | mharner@jonesday.com             | Counsel to The Texas Comptroller of Public Accounts  |
| Office of the Texas Attorney General                       | Jay W. Hurst                    | P.O. Box 12548               |                     | Austin        | TX    | 78711-2548 |         | 512-475-4861  | 512-482-8341 | callope@chapter13macon.com       | Counsel to Ameritech Credit Corporation dba SBC Capital Services   |
| Orbotech, Inc.   | Michael M. Zizza, Legal Manager | 44 Manning Road              |                     | Billerica     | MA    | 01821      |         | 978-901-5025  | 978-667-9969 | jay.hurst@oag.state.tx.us        | Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.  |
| O'Rourke Katten & Moody                                    | Michael C. Moody                | 161 N. Clark Street          | Suite 2230          | Chicago       | IL    | 60601      |         | 312-849-2020  | 312-849-2021 | michaelz@orbotech.com            | Counsel to Westwood Associates, Inc.   |
| Orrick, Herrington & Sutcliffe LLP                         | Alyssa Englund, Esq.            | 665 Fifth Avenue             |                     | New York      | NY    | 10103      |         | 212-506-5187  | 212-506-5151 | amooday@okmlaw.com               | Counsel to Westwood Associates, Inc.   |
| Orrick, Herrington & Sutcliffe LLP                         | Anthony Prind Esq               | 666 Fifth Avenue             |                     | New York      | NY    | 10103      |         | 212-506-5000  | 212-506-5151 | aenglund@orrick.com              | Counsel to Westwood Associates, Inc.   |
| Orrick, Herrington & Sutcliffe LLP                         | Frederick D. Holden, Jr., Esq.  | 405 Howard Street            |                     | San Francisco | CA    | 94105      |         | 415-773-5700  | 415-773-5759 | aprinco@orrick.com               | Counsel to Sharp Electronics Corporation   |
| Orrick, Herrington & Sutcliffe LLP                         | Jonathan P. Guy                 | The Washington Harbour       | 3050 K Street, N.W. | Washington    | DC    | 20007      |         | 202-339-8400  | 202-339-8500 | tholden@orrick.com               | Counsel to Sharp Electronics Corporation   |
| Orrick, Herrington & Sutcliffe LLP                         | Matthew W. Cheney               | The Washington Harbour       | 3050 K Street, N.W. | Washington    | DC    | 20007      |         | 202-339-8400  | 202-339-8500 | guy@orrick.com                   | Counsel to Sharp Electronics Corporation   |
| Orrick, Herrington & Sutcliffe LLP                         | Richard H. Wyron                | The Washington Harbour       | 3050 K Street, N.W. | Washington    | DC    | 20007      |         | 202-339-8400  | 202-339-8500 | mcheney@orrick.com               | Counsel to Sharp Electronics Corporation   |
| Otterbourg, Steindler, Houston & Rosen, P.C.               | Melissa A. Hager                | 230 Park Avenue              |                     | New York      | NY    | 10169      |         | 212-661-9100  | 212-662-6104 | rwyrone@orrick.com               | Counsel to Sharp Electronics Corporation   |
| Otterbourg, Steindler, Houston & Rosen, P.C.               | Scott L. Hazan                  | 230 Park Avenue              |                     | New York      | NY    | 10169      |         | 212-661-9100  | 212-662-6104 | mhager@oshr.com                  | Counsel to Sharp Electronics Corporation   |

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|--|---------------------|-----------------------------|--------------------------------------|--------------|-------|------------|---------|--------------|--------------|---------------------------------|--|
| Paul, Weiss, Rifkind, Wharton & Garrison | Curtis J. Weidner   | 1285 Avenue of the Americas |                                      | New York     | NY    | 10019-6064 |         | 212-373-3157 | 212-373-2053 |                                 | Counsel to Ambrake Corporation;<br>Akebono Corporation   |
| Paul, Weiss, Rifkind, Wharton & Garrison | Douglas R. Davis    | 1285 Avenue of the Americas |                                      | New York     | NY    | 10019-6064 |         | 212-373-3000 | 212-757-3990 | cweidner@paulweiss.com          | Counsel to Noma Company and<br>General Chemical Performance<br>Products LLC  |
| Paul, Weiss, Rifkind, Wharton & Garrison | Elizabeth R. McColm | 1285 Avenue of the Americas |                                      | New York     | NY    | 10019-6064 |         | 212-373-3000 | 212-757-3990 | edavis@paulweiss.com            | Counsel to Noma Company and<br>General Chemical Performance<br>Products LLC  |
| Paul, Weiss, Rifkind, Wharton & Garrison | Stephen J. Shimshak | 1285 Avenue of the Americas |                                      | New York     | NY    | 10019-6064 |         | 212-373-3133 | 212-373-2136 | emccolm@paulweiss.com           | Counsel to Ambrake Corporation   |
| Peggy Housner                            |                     | Cadillac Place              | 3030 W. Grand<br>Blvd., Suite 10-200 | Detroit      | MI    | 48202      |         | 313-456-0140 |              | sshimshak@paulweiss.com         | Assistant Attorney General for<br>State of Michigan, Department of<br>Treasury   |
| Pepper, Hamilton LLP                     | Anne Marie Aaronson | 3000 Two logan Square       | Eighteenth & Arch<br>Streets         | Philadelphia | PA    | 19103-2799 |         | 215-981-4000 | 215-981-4750 | housner@paulweiss.com           | Counsel to Capro, Ltd. Teleflex<br>Automotive Manufacturing<br>Corporation and Teleflex<br>Incorporated d/b/a Teleflex Morse<br>(Capro)                                    |
| Pepper, Hamilton LLP                     | Francis J. Lawall   | 3000 Two logan Square       | Eighteenth & Arch<br>Streets         | Philadelphia | PA    | 19103-2799 |         | 215-981-4000 | 215-981-4750 | arazonson@pepperlaw.com         | Counsel to Capro, Ltd. Teleflex<br>Automotive Manufacturing<br>Corporation and Teleflex<br>Incorporated d/b/a Teleflex Morse<br>(Capro)                                    |
| Pepper, Hamilton LLP                     | Henry Jaffe         | 1313 Market Street          | PO Box 1709                          | Wilmington   | DE    | 19899-1709 |         | 302-777-6500 | 302-421-8390 | lawall@pepperlaw.com            | Counsel to SKF USA, Inc.   |
| Pepper, Hamilton LLP                     | Linda J. Casey      | 3000 Two logan Square       | Eighteenth & Arch<br>Streets         | Philadelphia | PA    | 19103-2799 |         | 215-981-4000 | 215-981-4750 | luff@pepperlaw.com              | Counsel to SKF USA, Inc.   |
| Pierce Atwood LLP                        | Jacob A. Manheimer  | One Monument Square         |                                      | Portland     | ME    | 04101      |         | 207-791-1100 | 207-791-1350 | casey@pepperlaw.com             | Counsel to FCI Canada, Inc.; FCI<br>Electronics Mexico, S. de R.L. de<br>C.V.; FCI USA, Inc.; FCI Brasil,<br>Ltda.; FCI Automotive Deutschland<br>GmbH; FCI Italia S. p.A. |
| Pierce Atwood LLP                        | Keith J. Cunningham | One Monument Square         |                                      | Portland     | ME    | 04101      |         | 207-791-1100 | 207-791-1350 | manheimer@pierceanthwood.com    | Counsel to FCI Canada, Inc.; FCI<br>Electronics Mexico, S. de R.L. de<br>C.V.; FCI USA, Inc.; FCI Brasil,<br>Ltda.; FCI Automotive Deutschland<br>GmbH; FCI Italia S. p.A. |
| Pillsbury Winthrop Shaw Pittman LLP      | Karen B. Dine       | 1540 Broadway               |                                      | New York     | NY    | 10036-4039 |         | 212-858-1000 | 212-858-1500 | kcunningham@pierceanthwood.com  | Counsel to Clarion Corporation of<br>America   |
| Pillsbury Winthrop Shaw Pittman LLP      | Margot P. Erlich    | 1540 Broadway               |                                      | New York     | NY    | 10036-4039 |         | 212-858-1000 | 212-858-1500 | karen.dine@pillsburylaw.com     | Counsel to MeadWestvaco<br>Corporation, MeadWestvaco<br>South Carolina LLC and<br>MeadWestvaco Virginia<br>Corporation   |
| Pillsbury Winthrop Shaw Pittman LLP      | Mark D. Houle       | 650 Town Center Drive       | 7th Floor                            | Costa Mesa   | CA    | 92626-7122 |         | 714-436-6800 | 714-436-2800 | margot.erlich@pillsburylaw.com  | Counsel to Clarion Corporation of<br>America   |
| Pillsbury Winthrop Shaw Pittman LLP      | Richard L. Epling   | 1540 Broadway               |                                      | New York     | NY    | 10036-4039 |         | 212-858-1000 | 212-858-1500 | mark.houle@pillsburylaw.com     | Counsel to MeadWestvaco<br>Corporation, MeadWestvaco<br>South Carolina LLC and<br>MeadWestvaco Virginia<br>Corporation   |
| Pillsbury Winthrop Shaw Pittman LLP      | Robin L. Spear      | 1540 Broadway               |                                      | New York     | NY    | 10036-4039 |         | 212-858-1000 | 212-858-1500 | richard.epling@pillsburylaw.com | Counsel to MeadWestvaco<br>Corporation, MeadWestvaco<br>South Carolina LLC and<br>MeadWestvaco Virginia<br>Corporation   |
| Pitney Hardin LLP                        | Richard M. Meth     | P.O. Box 1945               |                                      | Morristown   | NJ    | 07962-1945 |         | 973-966-6300 | 973-966-1015 | robin.spear@pillsburylaw.com    | Counsel to Marshall E. Campbell<br>Company   |
| Pitney Hardin LLP                        | Ronald S. Beacher   | 7 Times Square              |                                      | New York     | NY    | 10036      |         | 212-297-5800 | 212-682-3485 | rmeth@pitneyhardin.com          | Counsel to IBJTC Business Credit<br>Corporation  |

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| COMPANY  | CONTACT                                 | ADDRESS1                     | ADDRESS2                 | CITY        | STATE | ZIP        | COUNTRY | PHONE        | FAX          | EMAIL                               | PARTY / FUNCTION   |
|--|---|------------------------------|--------------------------|-------------|-------|------------|---------|--------------|--------------|-------------------------------------|--|
| Porzio, Bromberg & Newman, P.C.                              | Brett S. Moore, Esq.                    | 100 Southgate Parkway        | P.O. Box 1997            | Morrisstown | NJ    | 07960      |         | 973-538-4006 | 973-538-5146 | bmoore@pbnlaw.com                   | Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.   |
| Porzio, Bromberg & Newman, P.C.                              | John S. Mairo, Esq.                     | 100 Southgate Parkway        | P.O. Box 1997            | Morrisstown | NJ    | 07960      |         | 973-538-4006 | 973-538-5146 | jsmai@pbnlaw.com                    | Counsel to International Brotherhood of Electrical Workers Local Union No. 663, International Association of Machinists, AFL-CIO Tool and Die Makers Local Lodge 78, District 10 |
| Previant, Goldberg, Uelman, Graiz, Miller & Brueggeman, S.C. | Jill M. Hartley and Marianne G. Robbins | 1555 N. RiverCenter Drive    | Suite 202                | Milwaukee   | WI    | 53212      |         | 414-271-4500 | 414-271-6308 | it@previant.com                     | Corporate Secretary for Professional Technologies Services   |
| Professional Technologies Services                           | John V. Gorman                          | P.O. Box #304                |                          | Frankenmuth | MI    | 48734      |         | 989-385-3230 | 989-754-7690 | jug@previant.com                    | They have no email address, have to be notified by mail  |
| Prior & Mandelup, LLP  | A. Scott Mandelup, Kenneth A. Reynolds  | 675 Old Country Road         |                          | Westbury    | NY    | 11590      |         | 516-997-0999 | 516-333-7333 | asm@pyromandelup.com                | Counsel to National Molding Corporation, Security Plastics Division/NMC LLC  |
| QAD, Inc.  | Jason Pickering, Esq.                   | 10,000 Midlanic Drive        |                          | MI. Laurel  | NJ    | 08054      |         | 856-840-2489 | 856-840-2740 | jp@pyromandelup.com                 | Counsel to QAD, Inc.   |
| Quadrangle Debt Recovery Advisors LLC                        | Andrew Herenstein                       | 375 Park Avenue, 14th Floor  |                          | New York    | NY    | 10152      |         | 212-418-1742 | 866-741-2505 | ah@qad.com                          | Counsel to Quadrangle Debt Recovery Advisors LLC   |
| Quadrangle Group LLC   | Patrick Bartels                         | 375 Park Avenue, 14th Floor  |                          | New York    | NY    | 10152      |         | 212-418-1742 | 866-552-2052 | patrick.bartels@quadranglegroup.com | Counsel to Quadrangle Group LLC  |
| Quarles & Brady Streich Lang LLP                             | John A. Harris                          | Renaissance One              | Two North Central Avenue | Phoenix     | AZ    | 85004-2391 |         | 602-229-5200 | 602-229-5690 | jharris@quarles.com                 | Counsel to Semiconduc Components Industries, Inc.  |
| Quarles & Brady Streich Lang LLP                             | Kasey C. Nye                            | One South Church Street      |                          | Tucson      | AZ    | 85701      |         | 520-770-8717 | 520-770-2203 | kn@quarles.com                      | Counsel to Offshore International, Inc.; Maquilas Teta Kawi, S.A. de C.V.; On Semiconductor Corporation  |
| Quarles & Brady Streich Lang LLP                             | Scott R. Goldberg                       | Renaissance One              | Two North Central Avenue | Phoenix     | AZ    | 85004-2391 |         | 602-229-5200 | 602-229-5690 | sgoldber@quarles.com                | Counsel to Semiconduc Components Industries, Inc.  |
| Reed Smith   | Elena Lazarou                           | 599 Lexington Avenue         | 29th Street              | New York    | NY    | 10022      |         | 212-521-5400 | 212-521-5450 | elazarou@reedsmith.com              | Counsel to General Electric Capital Corporation, Strategic Asset Finance.  |
| Reed Smith   | Richard P. Norton                       | One Riverfront Plaza         | 1st Floor                | Newark      | NJ    | 07102      |         | 973-621-3200 | 973-621-3199 | morton@reedsmith.com                | Counsel to Jason Incorporated, Sackner Products Division   |
| Republic Engineered Products, Inc.                           | Joseph Lapinsky                         | 3770 Embassy Parkway         |                          | Akron       | OH    | 44333      |         | 330-670-3004 | 330-670-3020 | jlapinsky@republicengineered.com    | Counsel to Republic Engineered Products, Inc.  |
| Riddell Williams P.S.  | Joseph E. Shickich, Jr.                 | 1001 4th Ave.                | Suite 4500               | Seattle     | WA    | 98154-1195 |         | 206-624-3600 | 206-389-1708 | jshickich@riddellwilliams.com       | Counsel to Microsoft Corporation; Microsoft Licensing, GP  |
| Rieck and Crotty PC  | Jerome F. Crotty                        | 55 West Monroe Street        | Suite 3390               | Chicago     | IL    | 60603      |         | 312-726-4646 | 312-726-0647 | jcrotty@heckcroffy.com              | Counsel to Mary P. O'Neill and Liam P. O'Neill   |
| Rierner & Braunstein LLP                                     | Mark S. Scott                           | Three Center Plaza           |                          | Boston      | MA    | 02108      |         | 617-523-9000 | 617-880-3456 | mscott@riernerlaw.com               | Counsel to ICX Corporation   |
| Riverside Claims LLC   | Holly Rogers                            | 2109 Broadway                | Suite 206                | New York    | NY    | 10023      |         | 212-501-0990 | 212-501-7088 | hrogers@regenceap.com               | Riverside Claims LLC   |
| Robinson, McFadden & Moore, P.C.                             | Annemarie B. Mathews                    | P.O. Box 944                 |                          | Columbia    | SC    | 29202      |         | 803-779-8900 | 803-771-9411 | amathews@robinsonlaw.com            | Counsel to Blue Cross Blue Shield of South Carolina  |
| Ropers, Majeski, Kohn & Bentley                              | Christopher Norgaard                    | 515 South Flower Street      | Suite 1100               | Los Angeles | CA    | 90071      |         | 213-312-2000 | 213-312-2001 | cnergaard@ropers.com                | Counsel to Brembo S.p.A.; Bibielle S.p.A.; AP Racing   |
| Ropes & Gray LLP   | Gregory O. Kaden                        | One International Place      |                          | Boston      | MA    | 02110-2624 |         | 617-951-7000 | 617-951-7050 | gkaden@ropesgray.com                | Attorneys for D-J, Inc.  |
| Ropes & Gray LLP   | Marc E. Hirschfeld                      | 45 Rockefeller Plaza         |                          | New York    | NY    | 10111-0087 |         | 212-841-5700 | 212-841-5725 | marc.hirschfeld@ropesgray.com       | Attorneys for D-J, Inc.  |
| Rosen Slome Marder LLP                                       | Thomas R. Slome                         | 333 Earle Ovington Boulevard | Suite 901                | Uniondale   | NY    | 11553      |         | 516-227-1600 |              | tslome@rsmllp.com                   | Counsel to JAE Electronics, Inc.   |
| Russell Reynolds Associates, Inc.                            | Charles E. Boulbol, P.C.                | 26 Broadway, 17th Floor      |                          | New York    | NY    | 10004      |         | 212-825-9457 | 212-825-9414 | rboulbol@rnsn.com                   | Counsel to Russell Reynolds Associates, Inc.   |

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| COMPANY  | CONTACT                                  | ADDRESS1                    | ADDRESS2                       | CITY             | STATE | ZIP        | COUNTRY | PHONE        | FAX          | EMAIL  | PARTY / FUNCTION   |
|--|--|-----------------------------|--------------------------------|------------------|-------|------------|---------|--------------|--------------|--|--|
| Sachnoff & Weaver, Ltd                                   | Charles S. Schulman,<br>Arlene N. Gelman | 10 South Wacker Drive       | 40th Floor                     | Chicago          | IL    | 60606      |         | 312-207-1000 | 312-207-6400 | cschulman@sachnoff.com<br>agelman@sachnoff.com | Counsel to Infiniton Technologies<br>North America Corporation   |
| Satterlee Stephens Burke & Burke LLP                     | Christopher R. Belmonte                  | 230 Park Avenue             |                                | New York         | NY    | 10169      |         | 212-818-9200 | 212-818-9606 | cbelmonte@ssbb.com                             | Counsel to Moody's Investors<br>Service  |
| Satterlee Stephens Burke & Burke LLP                     | Pamela A. Bosswick                       | 230 Park Avenue             |                                | New York         | NY    | 10169      |         | 212-818-9200 | 212-818-9606 | pbosswick@ssbb.com                             | Counsel to Moody's Investors<br>Service  |
| Schafer and Weiner PLLC                                  | Daniel Weiner                            | 40950 Woodward Ave.         | Suite 100                      | Bloomfield Hills | MI    | 48304      |         | 248-540-3340 |              | dweiner@schaferandweiner.com                   | Counsel to Dolt Industries, Inc.   |
| Schafer and Weiner PLLC                                  | Howard Borin                             | 40950 Woodward Ave.         | Suite 100                      | Bloomfield Hills | MI    | 48304      |         | 248-540-3340 |              | hborin@schaferandweiner.com                    | Counsel to Dolt Industries, Inc.   |
| Schafer and Weiner PLLC                                  | Max Newman                               | 40950 Woodward Ave.         | Suite 100                      | Bloomfield Hills | MI    | 48304      |         | 248-540-3340 |              | mxnewman@schaferandweiner.com                  | Counsel to Dolt Industries, Inc.   |
| Schafer and Weiner PLLC                                  | Ryan Heilman                             | 40950 Woodward Ave.         | Suite 100                      | Bloomfield Hills | MI    | 48304      |         | 248-540-3340 |              | rheilman@schaferandweiner.com                  | Counsel to Means Industries  |
| Schiff Hardin LLP  | Michael Yelnikoff                        | 623 Fifth Avenue            | Suite 100                      | New York         | NY    | 10022      |         | 212-753-5000 | 212-753-5044 | myelnikoff@schiffhardin.com                    | Counsel to Means Industries  |
| Schiff Hardin LLP  | William I. Kohn                          | 6600 Sears Tower            | 28th Floor                     | Chicago          | IL    | 60606      |         | 312-258-5500 | 312-258-5600 | wkohn@schiffhardin.com                         | Counsel to Means Industries  |
| Schiffman & Barroway, LLP                                | Michael Yarnoff                          | 280 King of Prussia Road    |                                | Radiant          | PA    | 19087      |         | 610-667-7056 | 610-667-7706 | myarnoff@schiffman.com                         | Counsel to Teachers Retirement<br>System of Oklahoma; Public<br>Employee's Retirement System of<br>Mississippi; Raifeisen<br>Kaplanlage-Gesellschaft m.b.H<br>and Stichting Pensioentors ABP |
| Schiffman & Barroway, LLP                                | Sean M. Handler                          | 280 King of Prussia Road    |                                | Radiant          | PA    | 19087      |         | 610-667-7706 | 610-667-7056 | shandler@schiffman.com                         | Counsel to Teachers Retirement<br>System of Oklahoma; Public<br>Employee's Retirement System of<br>Mississippi; Raifeisen<br>Kaplanlage-Gesellschaft m.b.H<br>and Stichting Pensioentors ABP |
| Schulte Roth & Zabel LLP                                 | James T. Bentley                         | 919 Third Avenue            |                                | New York         | NY    | 10022      |         | 212-756-2273 | 212-593-5955 | jbentley@srz.com                               | Counsel to Panasonic<br>Automotive Systems Company of<br>America   |
| Schulte Roth & Zabel LLP                                 | Michael L. Cook                          | 919 Third Avenue            |                                | New York         | NY    | 10022      |         | 212-756-2000 | 212-595-5955 | mcook@srz.com                                  | Counsel to Panasonic Automotive<br>Systems Company of America;<br>D.C. Capital Partners, L.P.  |
| Schulte Roth & Zabel LLP                                 | Carol Weiner Levy                        | 919 Third Avenue            |                                | New York         | NY    | 10022      |         | 212-756-2000 | 212-595-5955 | clevy@srz.com                                  | Counsel to D.C. Capital Partners,<br>L.P.  |
| Seyfarth Shaw LLP  | Paul M. Balsier, Esq.                    | 1545 Peachtree Street, N.E. | Suite 700                      | Atlanta          | GA    | 30309-2401 |         | 404-885-1500 | 404-892-7056 | pbalsier@sevfayrth.com                         | Counsel to Murata Electronics<br>North America, Inc.; Fujikura<br>America, Inc.  |
| Seyfarth Shaw LLP  | Robert W. Dremluk, Esq.                  | 1270 Avenue of the Americas | Suite 2500                     | New York         | NY    | 10020-1801 |         | 212-218-5500 | 212-218-5526 | rdremluk@sevfayrth.com                         | Counsel to Murata Electronics<br>North America, Inc.; Fujikura<br>America, Inc.  |
| Seyfarth Shaw LLP  | William J. Hanlon                        | World Trade Center East     | Two Seaport Lane,<br>Suite 300 | Boston           | MA    | 02210      |         | 617-946-4800 | 617-946-4801 | whanlon@sevfayrth.com                          | Counsel to la Belier/LBO Foundry<br>S.A. de C.V.   |
| Sheehan Phinney Bass + Green<br>Professional Association | Steven E. Boyce                          | 1000 Elm Street             | P.O. Box 3701                  | Manchester       | NH    | 03105-2347 |         | 603-627-8278 | 603-641-2347 | sboyce@sheehan.com                             | Counsel to Source Electronics, Inc.  |
| Sheldon S. Toll PLLC                                     | Sheldon S. Toll                          | 2000 Town Center            | Suite 2550                     | Southfield       | MI    | 48075      |         | 248-358-2460 | 248-358-2740 | stoll@comcast.net                              | Counsel to Milwaukee Investment<br>Company   |
| Sheppard Mullin Richter & Hampton LLP                    | Eric Waters                              | 30 Rockefeller Plaza        | 24th Floor                     | New York         | NY    | 10112      |         | 212-332-3800 | 212-332-3888 | ewaters@sheppardmullin.com                     | Counsel to Gary Whitney  |
| Sheppard Mullin Richter & Hampton LLP                    | Malani J. Stenstien                      | 30 Rockefeller Plaza        | 24th Floor                     | New York         | NY    | 10112      |         | 212-332-3800 | 212-332-3888 | mstenstien@sheppardmullin.com                  | Counsel to International Rectifier<br>Corp. and Gary Whitney   |
| Sheppard Mullin Richter & Hampton LLP                    | Theodore A. Cohen                        | 333 South Hope Street       | 48th Floor                     | Los Angeles      | CA    | 90071      |         | 213-620-1780 | 213-620-1398 | tcohen@sheppardmullin.com                      | Counsel to International Rectifier<br>Corp.  |
| Sheppard Mullin Richter & Hampton LLP                    | Theresa Wardle                           | 333 South Hope Street       | 48th Floor                     | Los Angeles      | CA    | 90071      |         | 213-620-1780 | 213-620-1398 | twardle@sheppardmullin.com                     | Counsel to International Rectifier<br>Corp.  |
| Sher, Garner, Cahill, Richter, Klein &<br>Hilbert, LLC   | Robert P. Thibaux                        | 5353 Essen Lane             | Suite 650                      | Baton Rouge      | LA    | 70809      |         | 225-757-2185 | 225-757-7674 | rthibaux@shergarner.com                        | Counsel to Gulf Coast Bank &<br>Trust Company  |

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|--|---|----------------------------------|----------------------------------|---------------|-------|------------|---------|--------------|--------------|----------------------------------|--|
| Sher, Garner, Canill, Richter, Klein & Hilbert, LLC                                    | Robert P. Thibaux   | 909 Poydras Street               | 28th Floor                       | New Orleans   | LA    | 70112-1033 |         | 504-299-2100 | 504-299-2300 | rthibaux@shergarner.com          | Counsel to Gulf Coast Bank & Trust Company   |
| Shipman & Goodwin LLP  | Jennifer L. Adamy   | One Constitution Plaza           |                                  | Hartford      | CT    | 06103-1919 |         | 860-251-5811 | 860-251-5218 |                                  | Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.  |
| Sills, Cummis Epstein & Gross, P.C.  | Andrew H. Sherman   | 30 Rockefeller Plaza             |                                  | New York      | NY    | 10112      |         | 212-643-7000 | 212-643-6500 | bankupfoy@goodwin.com            | Counsel to Hewlett-Packard Financial Services Company  |
| Sills, Cummis Epstein & Gross, P.C.  | Jack M. Zackin  | 30 Rockefeller Plaza             |                                  | New York      | NY    | 10112      |         | 212-643-7000 | 212-643-6500 | asherman@sillscurmis.com         | Counsel to Hewlett-Packard Financial Services Company  |
| Silver Point Capital, L.P.   | Chaim J. Fortgang   | Two Greenwich Plaza              | 1st Floor                        | Greenwich     | CT    | 06830      |         | 203-542-4216 | 203-542-4100 | zackin@sillscurmis.com           | Counsel to Silver Point Capital, L.P.  |
| Smith, Gambrell & Russell, LLP   | Barbara Ellis-Monro                                       | 1230 Peachtree Street, N.E.      | Suite 3100                       | Atlanta       | GA    | 30309      |         | 404-815-3500 | 404-815-3509 | efortgang@silverpointcapital.com | Counsel to Southwire Company   |
| Smith, Katzenstein & Furlow LLP  | Kathleen M. Miller  | 800 Delaware Avenue, 7th Floor   | P.O. Box 410                     | Wilmington    | DE    | 19899      |         | 302-652-8400 | 302-652-8405 | bellis-monro@sgrlaw.com          | Counsel to Aigas, Inc.   |
| Sonnenschein Nath & Rosenthal LLP  | D. Farrington Yates                                       | 1221 Avenue of the Americas      | 24th Floor                       | New York      | NY    | 10020      |         | 212-768-6700 | 212-768-6800 | kmiller@skdelaware.com           | Counsel to Molex, Inc. and INA USA, Inc.   |
| Sonnenschein Nath & Rosenthal LLP  | Robert E. Richards  | 8000 Sears Tower                 |                                  | Chicago       | IL    | 60606      |         | 312-876-8000 | 312-876-7934 | lyates@sonnenschein.com          | Counsel to Molex, Inc. and INA USA, Inc.   |
| Sony Electronics Inc.  | Lloyd B. Sarakin - Chief Counsel, Finance and Credit      | 1 Sony Drive                     | MD #1 E-4                        | Park Ridge    | NJ    | 07656      |         | 201-930-7483 |              | richards@sennenschein.com        | Counsel to Sony Electronics, Inc.  |
| Sotiroff & Abramczyk, P.C.   | Robert M. Gold  | 30400 Telegraph Road             | Suite 444                        | Bingham Farms | MI    | 48025      |         | 248-642-6000 | 248-642-9001 | lloyd.sarakin@am.sony.com        | Counsel to Michigan Heritage Bank; MHB Leasing, Inc.   |
| Squire, Sanders & Dempsey L.L.P.   | Eric Marcks   | One Maritime Plaza               | Suite 300                        | San Francisco | CA    | 94111-3492 |         |              | 415-393-9887 | rgold@solablaw.com               | Counsel to Funakawa Electric Co., Ltd. And Funakawa Electric North America, APD Inc.   |
| Squire, Sanders & Dempsey L.L.P.   | Penn Ayers Butler   | 600 Hansen Way                   |                                  | Palo Alto     | CA    | 94304      |         | 650-856-6500 | 650-843-8777 | amarcks@ssd.com                  | Counsel to Funakawa Electric Co., Ltd. And Funakawa Electric North America, APD Inc.   |
| State of California Office of the Attorney General                                     | Sarah E. Morrison   | Deputy Attorney General          | 300 South Spring Street Ste 1702 | Los Angeles   | CA    | 90013      |         | 213-897-2640 | 213-897-2802 | pabuffer@ssd.com                 | Attorneys for the State of California Department of Toxic Substances Control   |
| State of Michigan Department of Labor & Economic Growth, Unemployment Insurance Agency | Roland Hwang<br>Assistant Attorney General                | 3030 W. Grand Boulevard          | Suite 9-600                      | Detroit       | MI    | 48202      |         | 313-456-2210 | 313-456-2201 | sarah.morrison@doj.ca.gov        | Assistant Attorney General for State of Michigan, Unemployment Tax Office of the Department of Labor & Economic Growth, Unemployment Insurance Agency  |
| Steel Technologies, Inc.   | John M. Baumann   | 15415 Shelbyville Road           |                                  | Louisville    | KY    | 40245      |         | 502-245-0322 | 502-245-0542 | hwang@steeltechnologies.com      | Counsel to Steel Technologies, Inc.  |
| Stein, Rudser, Cohen & Magid LLP   | Robert F. Kidd  | 825 Washington Street            | Suite 200                        | Oakland       | CA    | 94607      |         | 510-287-2385 | 510-987-8333 | imbaumann@steeltechnologies.com  | Counsel to Excel Global Logistics, Inc.  |
| Steinberg Shapiro & Clark  | Mark H. Shapiro   | 24901 Northwestern Highway       | Suite 611                        | Southfield    | MI    | 48075      |         | 248-352-4700 | 248-352-4488 | rkidd@srclaw.com                 | Counsel to Bing Metals Group, Inc.; Gentral Transport International, Inc.; Crown Enterprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc. |
| Sterns & Weinroth, P.C.  | Jeffrey S. Posta  | 50 West State Street, Suite 1400 | PO Box 1298                      | Trenton       | NJ    | 08607-1298 |         | 609-392-2100 | 609-392-7956 | shapiro@steinbergshapiro.com     | Counsel to Doosan Infracore America Corp.  |
| Stevens & Lee, P.C.  | Chester B. Salomon, Esq.<br>Constantine D. Pourakis, Esq. | 485 Madison Avenue               | 20th Floor                       | New York      | NY    | 10022      |         | 212-319-8500 | 212-319-8505 | postaj@sternslaw.com             | Counsel to Tonelli Canada Ltd.; VJ Technologies, Inc. and V.J. Electronix, Inc.  |
| Stinson Morrison Hecker LLP  | Mark A. Shaiken   | 1201 Walnut Street               |                                  | Kansas City   | MO    | 64108      |         | 816-842-8600 | 816-691-3495 | cs@stevenslee.com                | Counsel to Thyssenkrupp Waupaca, Inc. and Thyssenkrupp Stahl Company   |
| Stiles & Hartison PLLC   | Madison L. Cashman  | 424 Church Street                | Suite 1800                       | Nashville     | TN    | 37219      |         | 615-244-5200 | 615-782-2371 | mshaiken@stinsonmoheck.com       | Counsel to Selech, Inc.  |

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| COMPANY                          | CONTACT                 | ADDRESS1  | ADDRESS2             | CITY        | STATE | ZIP        | COUNTRY | PHONE        | FAX            | EMAIL                           | PARTY / FUNCTION  |
|----------------------------------|-------------------------|---|----------------------|-------------|-------|------------|---------|--------------|----------------|---------------------------------|---|
| Sittes & Harbison PLLC           | Robert C. Goodrich, Jr. | 424 Church Street                                     | Suite 1800           | Nashville   | TN    | 37219      |         | 615-244-5200 | 615-782-2371   | madison.cashman@sittes.com      | Counsel to Select, Inc.   |
| Sittes & Harbison, PLLC          | W. Robinson Beard, Esq. | 400 West Market Street                                |                      | Louisville  | KY    | 40202      |         | 502-681-0448 | 502-779-8274   | ward@sittes.com                 | Counsel to WAKO Electronics (USA), Inc. and Ambrake Corporation   |
| Stroock & Stroock & Lavan, LLP   | Joseph G. Minias        | 180 Maiden Lane                                       |                      | New York    | NY    | 10038      |         | 212-806-5400 | 212-806-6006   | jminias@strock.com              | Counsel to 975 Opdyke LP, 1401 Troy Associates Limited Partnership, 1401 Troy Associates Limited Partnership c/o Elkin Equities, Inc., 1401 Troy Associates LP, Brighton Limited Partnership, DPS Information Services, Inc., Elkin Management Services, Inc. and Elkin Real Properties |
| Stroock & Stroock & Lavan, LLP   | Kristopher M. Hansen    | 180 Maiden Lane                                       |                      | New York    | NY    | 10038      |         | 212-806-5400 | 212-806-6006   |                                 | Counsel to 975 Opdyke LP, 1401 Troy Associates Limited Partnership, 1401 Troy Associates Limited Partnership c/o Elkin Equities, Inc., 1401 Troy Associates LP, Brighton Limited Partnership, DPS Information Services, Inc., Elkin Management Services, Inc. and Elkin Real Properties |
| Swidler Berlin LLP               | Robert N. Steinwurtzel  | The Washington Harbour                                | 3000 K Street, N.W.  | Washington  | DC    | 20007      |         | 202-424-7500 | 202-424-7645   | khanan@strock.com               | Attorneys for Sanders Lead Co., Inc.  |
| Taft, Stettinius & Hollister LLP | Richard L. Ferrell      | 425 Walnut Street                                     | Suite 1800           | Cincinnati  | OH    | 45202-3957 |         | 513-381-2838 |                | rstettinw@strock.com            | Counsel to Wren Industries, Inc.  |
| Taft, Stettinius & Hollister LLP | W Timothy Miller Esq    | 425 Walnut Street                                     | Suite 1800           | Cincinnati  | OH    | 45202      |         | 513-381-2838 | 513-381-0205   | ferrell@taftlaw.com             | Counsel to Wren Industries, Inc.  |
| Tennessee Department of Revenue  | Marvin E. Clements, Jr. | c/o TN Attorney General's Office, Bankruptcy Division | PO Box 20207         | Nashville   | TN    | 37202-0207 |         | 615-532-2504 | 615-741-3334   | miller@taftlaw.com              | Counsel to Select Industries Corporation and Gobar Systems, Inc.  |
| Terra Law LLP                    | David B. Draper         | 80 S. Market Street                                   | Suite 200            | San Jose    | CA    | 95113      |         | 408-299-1200 | 408-998-4895   | marvin.clements@strock.com      | Tennessee Department of Revenue   |
| Thacher Proffitt & Wood LLP      | Jonathan D. Forstot     | Two World Financial Center                            |                      | New York    | NY    | 10281      |         | 212-912-7679 | 212-912-7751   | draper@terra-law.com            | Counsel to Maxim Integrated Products, Inc.  |
| Thacher Proffitt & Wood LLP      | Louis A. Curcio         | Two World Financial Center                            |                      | New York    | NY    | 10281      |         | 212-912-7607 | 212-912-7751   | forstot@tpw.com                 | Counsel to TT Electronics, Plc  |
| The Furukawa Electric Co., Ltd.  | Mr. Tetsuhiro Nizeki    | 6-1 Manurouchi  | 2-Chrome, Chiyoda-ku | Tokyo       | Japan | 100-8322   |         |              | 81-3-3286-3919 | leucio@tpw.com                  | Legal Department of The Furukawa Electric Co., Ltd  |
| The Timpken Corporation BIC - 08 | Robert Morris           | 1835 Dueber Ave. SW                                   | PO Box 6927          | Canton      | OH    | 44706-0927 |         | 330-438-3000 | 1-330-471-4388 | nizeki.tetsuhiro@furukawa.co.jp | Representative for Timpken Corporation  |
| Thelen Reid & Priest LLP         | Daniel A. Lowenthal     | 875 Third Avenue                                      |                      | New York    | NY    | 10022      |         | 212-603-2000 | 212-603-2001   | robert.morris@timpken.com       | Counsel to OKI Semiconductor Company  |
| Thelen Reid & Priest LLP         | David A. Lowenthal      | 875 Third Avenue                                      |                      | New York    | NY    | 10022      |         | 212-603-2000 | 212-603-2001   | dloventhal@thelenreid.com       | Counsel to American Finance Corporation   |
| Thompson & Knight                | Rhett G. Campbell       | 333 Clay Street                                       | Suite 3300           | Houston     | TX    | 77002      |         | 713-654-1871 | 713-654-1871   | dloventhal@thelenreid.com       | Counsel to STMicroelectronics, Inc.   |
| Thompson & Knight LLP            | Ira L. Herman           | 919 Third Avenue                                      | 39th Floor           | New York    | NY    | 10022-3915 |         | 212-751-3045 | 214-999-9139   | rhett.campbell@tklaw.com        | Counsel to Victory Packaging  |
| Thompson & Knight LLP            | John S. Brannon         | 1700 Pacific Avenue                                   | Suite 3300           | Dallas      | TX    | 75201-4693 |         | 214-969-1505 | 214-969-1609   | ira.herman@tklaw.com            | Counsel to Victory Packaging  |
| Thurman & Phillips, P.C.         | Ed Phillips, Jr.        | 8000 IH 10 West                                       | Suite 1000           | San Antonio | TX    | 78230      |         | 210-341-2020 | 210-344-5460   | john.brannon@tklaw.com          | Counsel to Royberg, Inc. db/a Precision Mold & Tool and db/a Precision Mold and Tool Group  |
| Todd & Levi, LLP                 | Jill Levi, Esq.         | 444 Madison Avenue                                    | Suite 1202           | New York    | NY    | 10022      |         | 212-308-7400 |                | edphillips@thurman-phillips.com | Counsel to Bank of Lincolnwood  |
| Togut, Segal & Segal LLP         | Albert Togut, Esq.      | One Penn Plaza  | Suite 3335           | New York    | NY    | 10119      |         | 212-594-5000 | 212-967-4258   | jlevi@toddlevi.com              | Conflicts counsel to Dabors   |
| Traub, Bonaquist & Fox LLP       | Maura I. Russell        | 655 Third Avenue                                      | 21st Floor           | New York    | NY    | 10017      |         | 212-478-4770 | 212-478-4787   | bmcdonough@teamlaw.com          | Counsel to SPCP Group LLC   |

In re, Delphi Corporation, et al.  
Case No. 05-44481 (RDD)

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Delphi Corporation  
2002 List

| COMPANY  | CONTACT   | ADDRESS1                    | ADDRESS2                             | CITY          | STATE | ZIP        | COUNTRY | PHONE        | FAX          | EMAIL   | PARTY / FUNCTION  |
|--|---|-----------------------------|--------------------------------------|---------------|-------|------------|---------|--------------|--------------|---|---|
| Tyler, Cooper & Alcom, LLP   | W. Joe Wilson                                   | City Place                  | 35th Floor                           | Hartford      | CT    | 06103-3488 |         | 860-725-6200 | 860-278-3802 | wjwilson@tylercooper.com  | Counsel to Barnes Group, Inc.   |
| Underberg & Kessler, LLP   | Helen Zamboni                                   | 300 Bausch & Lomb Place     |                                      | Rochester     | NY    | 14604      |         | 585-258-2800 | 585-258-2821 | hazamboni@underbergkessler.com  | Counsel to McAlpin Industries, Inc.   |
| Union Pacific Railroad Company   | Mary Ann Kilgore                                | 1400 Douglas Street         | MC 1580                              | Omaha         | NE    | 68179      |         | 402-544-4195 | 402-501-0127 | mkgilgore@UP.com  | Counsel to Union Pacific Railroad Company   |
| United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO | David Jury, Esq.                                | Five Gateway Center         | Suite 807                            | Pittsburgh    | PA    | 15222      |         | 412-562-2549 | 412-562-2429 | djury@steelworkers-usw.org  | Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO |
| Varnum, Riddering, Schmidt & Howett LLP  | Michael S. McElwee                              | Bridgewater Place           | P.O. Box 353                         | Grand Rapids  | MI    | 49501-0352 |         | 616-336-6827 | 616-336-7000 | mcmcelwee@varnumlaw.com   | Counsel to Furukawa Electric North America APD  |
| Vorys, Sater, Seymour and Pease LLP  | Robert J. Sidman, Esq.                          | 52 East Gay Street          | P.O. Box 1008                        | Columbus      | OH    | 43216-1008 |         | 614-464-6422 | 614-719-8676 | rsidman@vsssp.com   | Counsel to America Online, Inc. and its Subsidiaries and Affiliates   |
| Vorys, Sater, Seymour and Pease LLP  | Tiffany Strelow Cobb                            | 52 East Gay Street          |                                      | Columbus      | OH    | 43215      |         | 614-464-8322 | 614-719-4663 | tsidman@vsssp.com   | Counsel to Capital Research and Management Company  |
| Wachtell, Lipton, Rosen & Katz   | Emil A. Kleinhaus                               | 51 West 52nd Street         |                                      | New York      | NY    | 10019-6150 |         | 212-403-1000 | 212-403-2000 | eschoob@vsssp.com   | Counsel to Capital Research and Management Company  |
| Wachtell, Lipton, Rosen & Katz   | Richard G. Mason                                | 51 West 52nd Street         |                                      | New York      | NY    | 10019-6150 |         | 212-403-1000 | 212-403-2000 | EAkleinhaus@wfk.com   | Counsel to Capital Research and Management Company  |
| Waller Lansden Dortch & Davis, PLLC  | David E. Lemke, Esq.                            | 511 Union Street            | Suite 2700                           | Nashville     | TN    | 37219      |         | 615-244-6380 | 615-244-6804 | RGmason@wfk.com   | Counsel to Nissan North America, Inc.   |
| Waller Lansden Dortch & Davis, PLLC  | Robert J. Weihoeller, Esq.                      | 511 Union Street            | Suite 2700                           | Nashville     | TN    | 37219      |         | 615-244-6380 | 615-244-6804 | david.lemke@wallerlaw.com   | Counsel to Nissan North America, Inc.   |
| Warner Norcross & Judd LLP   | Gordon J. Toering                               | 900 Fifth Third Center      | 111 Lyon Street, N.W.                | Grand Rapids  | MI    | 49503      |         | 616-752-2185 | 616-222-2185 | robert.weihoeller@wallerlaw.com   | Counsel to Robert Bosch Corporation   |
| Warner Norcross & Judd LLP   | Michael G. Cruse                                | 2000 Town Center            | Suite 2700                           | Southfield    | MI    | 48075      |         | 248-784-5131 | 248-603-9631 | gtoering@wnj.com  | Counsel to Compumware Corporation   |
| Warner Norcross & Judd LLP   | Stephen B. Grow                                 | 900 Fifth Third Center      | 111 Lyon Street, N.W.                | Grand Rapids  | MI    | 49503      |         | 616-752-2158 |              | mcruse@wnj.com  | Counsel to Behr Industries Corp.  |
| Warner Stevens, L.L.P.   | Michael D. Warner                               | 301 Commerce Street         | Suite 1700                           | Fort Worth    | TX    | 76102      |         | 817-810-5250 | 817-810-5255 | srowse@wnj.com  | Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.   |
| Welland, Golden, Smiley, Wang Elwell & Srok, LLP   | Lei Lei Wang Elwell                             | 650 Town Center Drive       | Suite 950                            | Costa Mesa    | CA    | 92626      |         | 714-966-1000 | 714-966-1002 | bankruptcy@warnerstevens.com  | Counsel to Toshiba America Electronic Components, Inc.  |
| Weinstein, Eisen & Weiss LLP   | Aram Ordubegian                                 | 1925 Century Park East      | #1150                                | Los Angeles   | CA    | 90067      |         | 310-203-9393 | 310-203-8110 | lekyall@wnlp.com  | Counsel to Ortech, Inc.   |
| Wellman, Weinberg & Reis Co., L.P.A.   | Geoffrey J. Peters                              | 175 South Third Street      | Suite 900                            | Columbus      | OH    | 43215      |         | 614-857-4326 | 614-222-2193 | aordubegian@weinstein.com   | Counsel to Seven Seventeen Credit Union   |
| White & Case LLP   | Glenn Kurtz<br>Gerard Uzzi<br>Douglas Baumstein | 1155 Avenue of the Americas |                                      | New York      | NY    | 10036-2787 |         | 212-819-8200 |              | gkurtz@ny.whitecase.com<br>guzzi@whitecase.com<br>dbaumstein@ny.whitecase.com | Counsel to Appaloosa Management, LP   |
| White & Case LLP   | Thomas Lauria<br>Frank Ealon                    | Wachovia Financial Center   | 200 South Biscayne Blvd., Suite 4900 | Miami         | FL    | 33131      |         | 305-371-2700 | 305-358-5744 | llauria@whitecase.com<br>fealon@miami.whitecase.com                           | Counsel to Appaloosa Management, LP   |
| Whyte, Hirschboeck Dudek S.C.  | Bruce G. Arnold                                 | 555 East Wells Street       | Suite 1900                           | Milwaukee     | WI    | 53202-4894 |         | 414-273-2100 | 414-223-5000 | barnold@whyhlaw.com   | Counsel to Schunk Graphite Technology   |
| Winstead Sechrest & Minick P.C.  | Berry D. Spears                                 | 401 Congress Avenue         | Suite 2100                           | Austin        | TX    | 78701      |         | 512-370-2800 | 512-370-2850 | bspears@winstead.com  | Counsel to National Instruments Corporation   |
| Winstead Sechrest & Minick P.C.  | R. Michael Farquhar                             | 5400 Renaissance Tower      | 1201 Elm Street                      | Dallas        | TX    | 75270      |         | 214-745-5400 | 214-745-5390 | mfarquhar@winstead.com  | Counsel to National Instruments Corporation   |
| Winthrop Couchot Professional Corporation  | Marc J. Winthrop                                | 660 Newport Center Drive    | 4th Floor                            | Newport Beach | CA    | 92660      |         | 949-720-4100 | 949-720-4111 | mwinthrop@winthropcouchot.com   | Counsel to Metal Surfaces, Inc.   |
| Winthrop Couchot Professional Corporation  | Sean A. O'Keefe                                 | 660 Newport Center Drive    | 4th Floor                            | Newport Beach | CA    | 92660      |         | 949-720-4100 | 949-720-4111 | sokseefe@winthropcouchot.com  | Counsel to Metal Surfaces, Inc.   |
| WL Ross & Co., LLC   | Oscar Iglesias                                  | 600 Lexington Avenue        | 19th Floor                           | New York      | NY    | 10022      |         | 212-826-1100 | 212-317-4893 | oiglesias@wlrross.com   | Counsel to WL Ross & Co., LLC   |
| Womble Carlyle Sandridge & Rice, PLLC  | Lillian H. Pinto                                | 300 North Greene Street     | Suite 1900                           | Greensboro    | NC    | 27402      |         | 336-574-8058 | 336-574-4528 | lpinto@wcsr.com   | Counsel to Amacell  |

In re: Delphi Corporation, et al.  
Case No. 05-44481 (RDD)

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2002 List 060724



Delphi Corporation  
2002 List

| COMPANY                      | CONTACT        | ADDRESS1             | ADDRESS2 | CITY     | STATE | ZIP   | COUNTRY | PHONE        | FAX          | EMAIL                | PARTY / FUNCTION                       |
|------------------------------|----------------|----------------------|----------|----------|-------|-------|---------|--------------|--------------|----------------------|--|
| Zeichner Ellman & Krause LLP | Peter Janovsky | 575 Lexington Avenue |          | New York | NY    | 10022 |         | 212-223-0400 | 212-753-0396 | pjanovsky@zeklaw.com | Counsel to Toyota Tsusho America, Inc. |
| Zeichner Ellman & Krause LLP | Stuart Krause  | 575 Lexington Avenue |          | New York | NY    | 10022 |         | 212-223-0400 | 212-753-0396 | skrause@zeklaw.com   | Counsel to Toyota Tsusho America, Inc. |

## EXHIBIT A

BANNER & WITCOFF, LTD.  
10 South Wacker Drive  
Suite 3000  
Chicago, Illinois 60606  
312-463-5000  
Charles W. Shifley  
Binal J. Patel

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK  
-----X

|                            |   |                         |
|----------------------------|---|-------------------------|
| In re                      | : | Chapter 11              |
|                            | : |                         |
| DELPHI CORPORATION, et al. | : | Case No. 05-44481 (RDD) |
|                            | : |                         |
| Debtors.                   | : | (Jointly Administered)  |
|                            | : |                         |
| -----X                     | : |                         |

SUMMARY SHEET  
FOR SECOND INTERIM APPLICATION OF BANNER & WITCOFF, LTD.,  
INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING  
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 330 AND 331

Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi Corporation ("Delphi"), and a Retained Professional, submits this Summary Sheet in support of its second interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§330 and 331 for the period from February 1, 2006 through May 31, 2006 ("the Application Period").

TOTAL COMPENSATION AND EXPENSES REQUESTED AND ANY AMOUNT(S)  
PREVIOUSLY REQUESTED

Requested: \$42,339.32  
Previously Requested: \$29,992.00

TOTAL COMPENSATION AND EXPENSES PREVIOUSLY  
AWARDED BY THE COURT

Total Previously Awarded: Zero

NAME AND APPLICABLE BILLING RATE FOR EACH PERSON WHO BILLED TIME  
DURING THE PERIOD, AND DATE OF BAR  
ADMISSION FOR EACH ATTORNEY

|                     |          |           |
|---------------------|----------|-----------|
| Matthew P. Becker   | \$295.00 | 1998      |
| Ted L. Field        | \$215.00 | 2002      |
| Matthew S. Phillips | \$115.00 | Paralegal |
| Charles W. Shifley  | \$435.00 | 1976      |
| Binal J. Patel      | \$320.00 | 1996      |

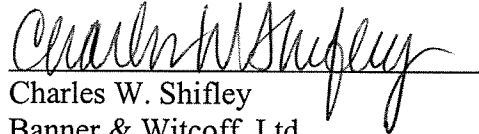
TOTAL HOURS BILLED AND TOTAL AMOUNT OF BILLING FOR EACH PERSON WHO  
BILLED TIME DURING BILLING PERIOD

|                     |            |             |
|---------------------|------------|-------------|
| Matthew P. Becker   | 1.00 hours | \$295.00    |
| Ted L. Field        | 0.20 hours | \$ 43.00    |
| Matthew S. Phillips | 0.80 hours | \$ 92.00    |
| Charles W. Shifley  | 73.6 hours | \$32,016.00 |
| Binal J. Patel      | 27.4 hours | \$8,768.00  |

COMPUTATION OF BLENDED HOURLY RATE FOR PERSONS WHO BILLED TIME  
DURING PERIOD, EXCLUDING PARALEGAL OR OTHER  
PARAPROFESSIONAL TIME

Blended hourly rate: \$298.75 per hour

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Charles W. Shifley", written over a horizontal line.

Charles W. Shifley  
Banner & Witcoff, Ltd.  
10 South Wacker Drive  
Suite 3000  
Chicago, Illinois 60606  
Telephone: (312) 463-5000  
Facsimile: (312) 463-5001

## EXHIBIT B

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                            |                           |
|----------------------------|---------------------------|
| -----X                     |                           |
| In re                      | : Chapter 11              |
| DELPHI CORPORATION, et al. | : Case No. 05-44481 (RDD) |
| Debtors.                   | : (Jointly Administered)  |
| -----X                     |                           |

CERTIFICATION FOR  
SECOND INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL  
PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND  
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES  
UNDER 11 U.S.C. SECTIONS 330 AND 331

I, Charles W. Shifley, as the "Certifying Professional" for Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi Corporation ("Delphi"), and a Retained Professional, certify as follows:

1. I have read the Second Interim Application of Banner & Witcoff, Ltd., Intellectual Property Counsel to Delphi Corporation, Seeking Allowance and Payment of Interim Compensation and Reimbursement of Expenses Under 11 U.S.C. Sections 330 and 331 ("the First Interim Banner Application").

FURTHER CERTIFICATIONS PURSUANT TO THE AMENDED GUIDELINES FOR FEES  
AND DISBURSEMENTS FOR PROFESSIONALS IN SOUTHERN DISTRICT OF NEW  
YORK BANKRUPTCY CASES

2. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the First Interim Banner Application fall within the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases ("the Amended Guidelines")

and the UST Guidelines, except as specifically noted in this certification and described in Banner's fee application (there are no exceptions).

3. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, except to the extent that fees or disbursements are prohibited by the Amended Guidelines or the UST Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the applicant, Banner, and generally accepted by the applicant's clients.

4. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in providing reimbursable service, the applicant does not make a profit on the service, whether the service is performed by the applicant in-house or through a third party.

5. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the trustee, and in this chapter 11 case, the chair of each official committee and the debtor have all been provided not later than 20 days after the end of each month with a statement of fees and disbursements accrued during such month. The statements provided contain a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of the services rendered, a reasonably detailed breakdown of the disbursements incurred and an explanation of billing practices.

6. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the trustee, and in this chapter 11 case, the chair of each official committee and the debtor have all been provided with a copy of the relevant fee



application at least 10 days before the date set by the court or any applicable rules for filing fee applications.

FURTHER CERTIFICATIONS PURSUANT TO THE GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN SOUTHERN DISTRICT OF NEW YORK  
BANKRUPTCY CASES

7. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the First Interim Banner Application complies with the mandatory guidelines set forth in the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases.

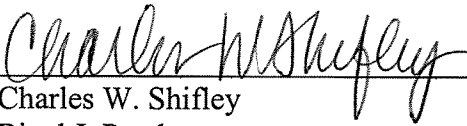
8. The Certifying Professional is unable to certify that the trustee, debtor, or chair of each official committee (as to each respective committee's professionals) has reviewed the fee application and has approved it. (There are no known objections.)

9. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in charging for a particular service, the applicant does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay.

10. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in seeking reimbursement for a service which the applicant justifiably purchased or contracted for from a third party (such as temporary paralegal or secretary services, or messenger service), the applicant requests reimbursement only for the amount billed to the applicant by the third-party vendor and paid by the applicant to such vendor.

Respectfully submitted,

7-31-06

A handwritten signature in cursive script, appearing to read "Charles W. Shifley", written over a horizontal line.

Charles W. Shifley

Binal J. Patel

Banner & Witcoff, Ltd.

10 South Wacker Drive

Suite 3000

Chicago, Illinois 60606

Telephone: (312) 463-5000

Facsimile: (312) 463-5001

## EXHIBIT C

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD.  
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("BANNER RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order"), pursuant to 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Banner & Witcoff, Ltd. ("Banner") as an intellectual property counsel to the Debtors; and upon the Affidavit of Charles W. Shifley, sworn to December 6, 2005, in support of the Application (the "Shifley Affidavit"); and this Court being satisfied with the representations made in the Application and the Shifley Affidavit that Banner does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Banner is to be employed, and that Banner's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Banner as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Banner shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court. Without limiting the foregoing, Banner shall make reasonable efforts to ensure that the Debtors' estates are not charged for any duplication of work with the other professionals retained in these cases.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
January 3, 2006

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

## EXHIBIT D

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                     |   |
|-------------------------------------|---|
| -----                               | x |
|                                     | : |
| In re                               | : |
|                                     | : |
| DELPHI CORPORATION, <u>et al.</u> , | : |
|                                     | : |
| Debtors.                            | : |
|                                     | : |
| -----                               | x |

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

AFFIDAVIT OF CHARLES W. SHIFLEY IN SUPPORT OF APPLICATION FOR ORDER  
UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD.  
AS AN INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF ILLINOIS

COUNTY OF COOK

CHARLES W. SHIFLEY, being duly sworn, deposes and states as follows:

1. I am a shareholder and Vice President of the law firm of Banner & Witcoff, Ltd. ("Banner"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"). I am licensed to practice law principally in the State of Illinois. I am also licensed by the United States Patent and Trademark Office. I have nearly thirty years of successful experience in intellectual property matters, including patent litigation and counseling matters.

2. I submit this affidavit (the "Affidavit")<sup>1</sup> in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed R. Bankr. P. 2014 Authorizing

<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

Employment And Retention Of Banner & Witcoff, Ltd. As Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The name, business address, and telephone number of Banner & Witcoff, Ltd. are as follows:

Banner & Witcoff, Ltd.  
10 South Wacker Drive  
Chicago, Illinois 60606  
312.463.5000

4. Banner is well qualified to assist the Debtors in the manner described in the Application. Banner is a nationally well-known and respected intellectual property law firm almost all of whose lawyers are experienced, registered patent lawyers with technical degrees. Banner has successfully represented Delphi and its predecessor, General Motors Corporation, in many patent infringement cases. Banner has also represented Delphi and its predecessor, General Motors Corporation, in other patent infringement counseling. Banner enjoys extensive experience in intellectual property law and cases in the Debtors' industry, including currently pending patent infringement cases against Debtors. Consequently, Banner can economically, successfully, and uniquely represent the Debtors in cases currently pending and similar intellectual property matters. Accordingly, the Debtors believe that Banner is well qualified to serve as an intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

5. Also, Banner has advised the Debtors regarding other intellectual property matters. Based on the services that Banner has rendered to the Debtors, Banner is thoroughly familiar with certain intellectual property matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, Banner intends to provide to the Debtors with the following types of professional services:



- (a) representation, both currently and if any appeal were to follow, in Automotive Technologies International, Inc. v. BMW North America, Inc., et al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-71700 (April 30, 2001);
- (b) representation in Automotive Technologies International, Inc. v. Delphi Automotive Systems Corporation, et al., Civil Action No. 04-72035 (E.D.Mich. April 30, 2005), a patent infringement case that was stayed during the above-identified appeal;
- (c) preparation of legal opinions involving Debtors' claims relating to the Debtors' products and patents, as well as claims made by competitors;
- (d) representation of the Debtors for a broad scope of intellectual property law services.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden, Arps") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Banner will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Banner's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Banner's existing clients. These existing client relationships, and the scope of the carve-out from Banner's retention, are discussed more fully below.

8. It is Banner's understanding that the Debtors may request that Banner undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Banner agree in its discretion to undertake any such matter, it is Banner's understanding that the Debtors will seek further order of this Court.

9. Banner is making efforts, together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and Banner. It is Banner's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Banner believes that its lawyers and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. Banner has in the past been employed and retained pursuant to certain engagement letters between the Debtors and Banner, dated October 7, 2004 and November 19, 2004 (together, the "Engagement Letters"), and pursuant to additional terms. The additional terms are that Banner agreed that its discounted hourly rates would remain in effect through the remainder of the cases that are subject to the Engagement Letters, the rates being subject to renegotiation three years after the Engagement Letters if the cases remained pending then. Banner also agreed to represent the Debtors in preparing legal opinions and other matters at standard hourly rates or for pre-agreed total charges.

11. Banner agrees to accept as compensation for the services rendered in connection with its representation of the Debtors compensation on the terms set forth in the Engagement Letters and the additional terms identified above.

12. Banner acknowledges that all amounts paid to Banner during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Banner during these cases are disallowed by this Court, the fees and expenses will be disgorged by Banner and returned to the Debtors or as otherwise ordered by this Court.

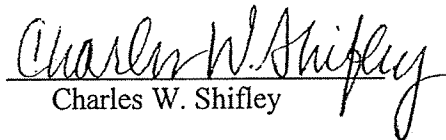
13. Banner categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Banner acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. Banner has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Banner maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Banner to review and analyze the conflict database to determine whether Banner has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Banner by the Debtors and Skadden, Arps and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

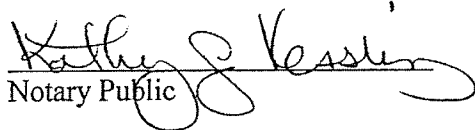
15. Based upon this research, I have determined that Banner has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. Banner has represented, currently represents, and will likely in the future represent, such creditors and other parties-in-interest, and their related entities, in such matters, including:

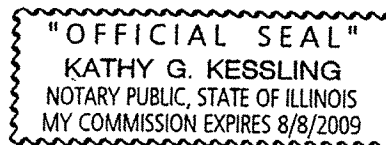
General Motors Corporation ("GM"), where Banner has been directed to do so by Delphi as a matter of assisting Delphi in meeting contractual indemnity obligations to GM, with the consent of both companies; Dura Automotive Systems, Inc.; Illinois Tool Works, Inc.; Cargill, Inc.; Allstate Insurance; AT&T, Nokia Corporation; John Hopkins University; Harley Davidson Motor Company; Circuit City Stores, Inc.; Microsoft Corporation; and Technitrol, Inc. I do not believe that the foregoing raises any actual or potential conflicts of interest of Banner relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if Banner becomes aware of any other connections of which it presently is unaware, Banner will bring them to the attention of this Court and the U.S. Trustee.

  
Charles W. Shifley

Sworn to before me  
this 6<sup>th</sup> day of ~~November~~, 2005  
DECEMBER

  
Notary Public



## EXHIBIT E

**DELPHI**

Telephone: (248) 813-3309  
Facsimile: (248) 813-1122

*Via E-Mail*

October 7, 2004

Mr. Charles Shifley  
BANNER & WITCOFF, LTD.  
10 South Wacker Drive, Suite 3000  
Chicago, IL 60606

*Re: ATI Patent Litigation*

Dear Charles:

This confirms that Delphi Corporation has retained Banner & Witcoff to represent Delphi in the following patent infringement cases:

- 1) *Automotive Technologies International v. BMW of North America, et al.*  
Case No. 01-CV-71700 (E.D. of MI), Delphi Matter No. 2001-000762 (ATI I); and
- 2) *Automotive Technologies International v. Delphi, et al.*  
Case No. 04-60083 (E.D. of MI), Delphi Matter No. 2004-000564 (ATI II)

Except as provided herein, this engagement letter supercedes the previous engagement letter dated August 28, 2002, between Delphi and Banner & Witcoff for the ATI I matter.

I will be responsible for managing these matters and will be your direct contact at Delphi. Please include the Delphi file numbers shown above in all correspondence and invoices with this office. To the extent possible, we request that you bill activities on these matters separately. In situations where the time spent on activities for these matters cannot be conveniently distinguished, please bill commingled time to the ATI I matter. In the event that one or more of these actions become consolidated, we will inform you as to the Delphi matter number under which you should subsequently bill your time.

We have approved a four-person Banner & Witcoff attorney team to work on these matters. Banner & Witcoff has agreed to discount its regular hourly professional rates on these matters as listed below:

Delphi World Headquarters & Customer Center  
5825 Delphi Drive, M/C 480-410-254, Troy, MI 48098-2815  
william.Cosnowski.jr@delphi.com

Charles Shifley, Esq.  
October 7, 2004  
Page 2 of 3

| <u>PROFESSIONAL</u> | <u>REGULAR HOURLY RATE</u> | <u>DISCOUNTED RATE</u> |
|---------------------|----------------------------|------------------------|
| Charles Shifley     | \$455                      | \$435                  |
| Binal Patel         | \$335                      | \$320                  |
| Matt Becker         | \$310                      | \$295                  |
| Ted Field           | \$220                      | \$215                  |

Additionally, you agree that the discounted hourly rates will remain in effect through the remainder of these cases. Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. No fees will be paid for work performed by others before you have obtained our written permission.

Banner & Witcoff agrees to pay one hundred percent (100%) of the transportation expenses for travel to Detroit incurred by Banner & Witcoff team members on these matters. Additionally, Banner & Witcoff agrees to continue the practice of not billing Delphi for travel time on these matters.

You agree to continue to accrue a 5% credit on all professional billings for the ATI I matter as originally agreed in the engagement letter dated August 28, 2002.

You also agree to accrue a credit to Delphi in the amount of five percent (5%) of your professional billings on the ATI I matter to be used as payment by Delphi for services on any future matter, when and if we retain your firm. This credit shall accrue from the first dollar of ATI II fee billings but shall not vest until fee billings for the ATI II matter exceed \$1,000,000. Separate billing of these matters is essential for correct calculations of our credit. It is our intention to process your monthly billing statements promptly, but at times it may take forty-five days or more to process your bill once it has been received.

We expect that the Delphi team assigned to this case will be fully engaged. The Delphi team will manage the document collection, coding and preparation of document chronologies. We also plan to fully participate in discovery, motions, and strategies necessary to successfully defend and prosecute these actions. We wish to do everything we are able to do on these litigations in-house. To help us achieve this, we ask that before your team undertakes an activity, you first review it with us to see if we have the resources available. Please call Joe Papelian or me at any time if you believe we are not able to supply the support needed to successfully litigate these matters

We expect that your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our recently revised billing instructions and limitations is attached and incorporated into this engagement agreement by this reference. Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248-813-2511.

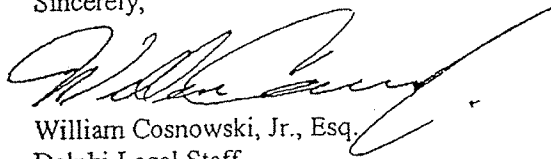
Charles Shifley, Esq.  
October 7, 2004  
Page 3 of 3

As you know, we view the relationship between our companies as a "partnership" in which we both work together and communicate well with each other, to serve the best interests of Delphi. Your dedicated work and willingness to provide creative fee arrangements that recognize the financial pressures of the automotive supplier industry has placed Banner & Witcoff on a select counsel list for Delphi's litigation matters.

We request that you endorse this engagement agreement below and return an executed copy for our records.

Please call if you have any questions.

Sincerely,



William Cosnowski, Jr., Esq.  
Delphi Legal Staff

WC/cmp  
Enclosure

Accepted this \_\_\_\_ day of \_\_\_\_\_, 2004.

By: \_\_\_\_\_  
Charles Shifley, Esq.  
BANNER & WITCOFF, LTD.



## EXHIBIT F



BANNER & WITCOFF, LTD.  
INTELLECTUAL PROPERTY LAW

TEN SOUTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606-7407

TEL: 312.463.5000  
FAX: 312.463.5001  
www.bannerwitcoff.com

Charles W. Shifley  
Direct Dial: (312) 463-5441  
cshifley@bannerwitcoff.com

November 19, 2004

William Cosnowski, Jr., Esq.  
Delphi World Headquarters - Legal Staff  
Delphi Automotive Systems  
5825 Delphi Drive  
Troy, MI 48098-2815

Dear Will:

We have a few more changes for our engagement together in the ATI cases. Our principal issue is the term of engagement concerning fixing rates for the life of the engagement. We are cautious about the open-endedness of such a term. As an example, I have a case now that has lasted eleven years in district court, and has started into its second appeal. It has potential for several more years of proceedings.

Our primary intent is to maintain and strengthen our relationship. The discounts that are present in the lawyer hourly rates stated in your letter of October 7th are approximately 4% of standard rates. We expect to increase rates in February such that the discount for 2005 will conceivably increase to 8%. In addition, we are agreeing to the 5% credit and transportation terms.

Generally, we are against our rates being fixed. By the terms of your letter, Delphi is gaining significant advantage in receiving the 5% credit, especially with Delphi and the firm agreeing to the 5% being applied from \$1. Consistent with our primary intent but also our opposition to rate fixing, especially rate fixing for an indefinite and potentially long time, we can accept the hourly rates as stated in your letter, if fixed until the end of 2005, with rates thereafter being our standard rates. We also propose that the ATI II credit apply to the future litigation from when time billing for the future litigation starts.

We also suggest clarifying that the 5% credit currently accruing and continuing to accrue on ATI I will be for future patent application, patent opinion and other patent-related transactional representation. We also propose that the ATI II credit apply to the fees that accrue on a future litigation, applicable when that future litigation begins.

We also ask that Delphi provide us some flexibility in the attorneys who may represent Delphi in the two cases, by engaging with us in introducing Delphi to more attorneys than on the current list of approved attorneys, especially to possibly include some of our attorneys in our Washington, D.C. office.

CHICAGO  
WASHINGTON, D.C.  
BOSTON  
PORTLAND, OR.

William Cosnowski, Jr., Esq.  
Delphi World Headquarters - Legal Staff  
November 19, 2004  
Page 2

If you can accept these few modifications of the terms proposed in your letter of October 7, 2004, we have an agreement for engagement. I have held our billing for time back to September 1, 2004. I will now bill it at the agreed rates.

Very truly yours,

  
Charles W. Shifley

CWS/sls

## EXHIBIT G



BANNER & WITCOFF, LTD.  
INTELLECTUAL PROPERTY LAW

Suite 3000  
10 South Wacker Drive  
Chicago, IL 60606

Tel: 312.463.5000  
Fax: 312.463.5001  
[www.bannerwitcoff.com](http://www.bannerwitcoff.com)

FEIN # 36-4008943

Delphi Technologies, Inc.  
Mr. Cosnowski  
Legal Staff - Intell. Property  
P.O. Box 5052  
MC: 480-414-420  
Troy, MI 48007-5052

Invoice Number 1616698  
Invoice Date 03/21/06  
Client Number 004588  
Matter Number 00013

**RE: 00013 Automotive Technologies v. BMW of North America, et al.**  
**Case No. 01-71700**  
**Delphi File No. 2001-000762 (ATI I)**

FOR PROFESSIONAL SERVICES RENDERED THROUGH 01/31/06:

| <u>Date</u> | <u>Tkpr</u> |  | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 01/04/06    | CWS         | DELP36 Reading of e-mail and orders, including the one that we are approved by the bankruptcy court to represent Delphi, necessary following actions here at B&W, and e-mail of the orders to Mr. Cosnowski and Mr. Twomey | 1.00         |
| 01/13/06    | CWS         | DELP36 Taking an extended call from Mr. Hosken, the CAFC mediation administrator, reviewing filings and mediation administration materials, conferrals with Mr. Patel, and a call and e-mail to Mr. Cosnowski              | 1.00         |
| 01/19/06    | CWS         | DELP36 Voice mail to Mr. Hosken, report to Mr. Cosnowski   | 0.40         |

| <u>Date</u> | <u>Tkpr</u> |        |  | <u>Hours</u> |
|-------------|-------------|--------|--|--------------|
| 01/19/06    | BJP         | DELP36 | Review Federal Rules regarding filing of a Docketing Statement; conferral with Court regarding said submission; prepare Docketing Statement for filing; conferral with team regarding response to Court regarding possible mediation                 | 2.50         |
| 01/20/06    | CWS         | DELP36 | Gathering mediator information   | 5.00         |
| 01/23/06    | CWS         | DELP36 | Continued collection of mediator information   | 4.00         |
| 01/24/06    | CWS         | DELP36 | Taking a call from Mr. Hosken the mediation administrator, considering the available mediators, choosing a recommendation, e-mail to Mr. Cosnowski and instructions to Mr. Patel   | 1.00         |
| 01/25/06    | CWS         | DELP36 | Continued study of potential mediators   | 2.00         |
| 01/30/06    | CWS         | DELP36 | Response to Mr. Baniak's call, including the message that Delphi is not taking an initiative to mediation but responding to Mr. Hosken's initiative; email report to Mr. Cosnowski; live report to Mr. Patel; telephone conferral with Mr. Cosnowski | 1.20         |
| TOTAL HOURS |             |        |  | 18.10        |

TIMEKEEPER TIME SUMMARY:

| <u>Timekeeper</u>  | <u>Hours</u> | <u>Rate</u>   | <u>Value</u> |
|--------------------|--------------|---------------|--------------|
| Binal J. Patel     | 2.50         | at \$320.00 = | 800.00       |
| Charles W. Shifley | 15.60        | at \$435.00 = | 6,786.00     |

CURRENT FEES 7,586.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

|                                |       |
|--------------------------------|-------|
| Photocopies at \$ .10 per page | 6.00  |
| Telephone charges              | 11.88 |
| Courier charges                | 30.30 |

004588

Exhibit D Pg 63 of 98

Invoice Number 1616698

Page 3

00013

03/21/06

CURRENT EXPENSES

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48.18

TOTAL THIS MATTER

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7,634.18

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TOTAL AMOUNT THIS INVOICE

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US \$7,634.18

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For wiring payment, please use the following bank information. SunTrust Bank, 1445 New York Avenue, N.W., Washington, DC 20005, (800) 947-3786; ABA Number: 061000104; Account Number: 514342. Please indicate client, matter and invoice numbers with wire remittance.

## EXHIBIT H





BANNER & WITCOFF, LTD.  
INTELLECTUAL PROPERTY LAW

Suite 3000  
10 South Wacker Drive  
Chicago, IL 60606

Tel: 312.463.5000  
Fax: 312.463.5001  
[www.bannerwitcoff.com](http://www.bannerwitcoff.com)

FEIN # 36-4008943

Delphi Technologies, Inc.  
Mr. Cosnowski  
Legal Staff - Intell. Property  
P.O. Box 5052  
MC: 480-414-420  
Troy, MI 48007-5052

Invoice Number 1621735  
Invoice Date 05/25/06  
Client Number 004588  
Matter Number 00013

**RE: 00013 Automotive Technologies v. BMW of North America, et al.**  
**Case No. 01-71700**  
**Delphi File No. 2001-000762 (ATI I)**

FOR PROFESSIONAL SERVICES RENDERED THROUGH 04/30/06:

| <u>Date</u> | <u>Tkpr</u> |        |  | <u>Hours</u> |
|-------------|-------------|--------|--|--------------|
| 02/09/06    | CWS         | DELP36 | Senior input into the draft status report to the Federal Circuit   | 0.40         |
| 02/09/06    | BJP         | DELP36 | File 60-day status report with Court regarding status of efforts by ATI to lift the automatic stay   | 1.20         |
| 02/10/06    | CWS         | DELP36 | Call with Mr. Hosken, Federal Circuit mediation coordinator, and e-mail report to Mr. Cosnowski  | 0.60         |
| 02/28/06    | CWS         | DELP36 | Preparation of a fee application   | 3.00         |
| 03/07/06    | CWS         | DELP16 | Reading a letter from the CAFC mediation coordinator, forwarding it to Mr. Cosnowski, learning about Mr. Bosses, and forwarding information to Mr. Cosnowski | 0.60         |

| <u>Date</u> | <u>Tkpr</u> |        |   | <u>Hours</u> |
|-------------|-------------|--------|---|--------------|
| 03/08/06    | CWS         | DELP16 | Reading an e-mail from Mr. Bosses, and forwarding it to Mr. Cosnowski   | 0.40         |
| 03/10/06    | CWS         | DELP16 | Reading of Mr. Baniak's letter of March 9, 2006 seeking a settlement  | 0.50         |
| 03/20/06    | CWS         | DELP16 | Reading email and letters from co-counsel sending materials to the mediator and from the mediation co-ordinator, co-ordinating them with Mr. Patel, and forwarding them to Mr. Cosnowski  | 0.40         |
| 03/21/06    | CWS         | DELP16 | Review of e-mails about mediation and contact with Mr. Cosnowski through Mr. Patel  | 0.90         |
| 03/21/06    | CWS         | DELP16 | Continued efforts toward mediation by studying the settlement proposal sent by Mr. Baniak by letter   | 2.00         |
| 03/25/06    | CWS         | DELP16 | Analyzing Delphi's reorganization plan as reported in the press in relation to mediation of this case, analyzing especially what position to take toward mediation in light of the strength of Delphi's reorganization plan   | 0.90         |
| 03/27/06    | CWS         | DELP16 | Taking calls from Mr. Baniak, reading e-mail sent by Mr. Baniak, investigating e-mail we are not receiving on mediation, locating the source of errors with other firms, writing e-mail to get the errors corrected, co-ordinating with Mr. Patel, scheduling a call for April 3 with the mediator, and forwarding advice with a screen shot of missing email to Delphi's inhouse counsel Mr. Cosnowski | 3.80         |
| 03/27/06    | CWS         | DELP36 | Continued preparation of a fee application  | 2.20         |
| 03/28/06    | CWS         | DELP36 | Continued preparation of our fee application  | 8.60         |
| 03/29/06    | CWS         | DELP36 | Continued preparation of a fee application, a certification, a summary schedule, a proposed order, a notice of fee application, an e-mail notice of fee application, and extensive associated exhibits  | 5.00         |

| <u>Date</u> | <u>Tkpr</u> |        |   | <u>Hours</u> |
|-------------|-------------|--------|---|--------------|
| 03/31/06    | CWS         | DELP36 | Continued preparation of a fee application  | 1.70         |
| 04/03/06    | CWS         | DELP16 | Final preparation for and representation of Delphi in an extended telephone conference with the mediator, the plaintiff, and other defendants, a follow-up call with defendants alone, a follow-up call with Delphi's Mr. Cosnowski, and follow-up emails to both let other defendants know plaintiff has moved to lift the bankruptcy stay, and to assure we are timely preparing our required 60 day report to the Court of Appeals | 1.90         |
| 04/03/06    | BJP         | DELP12 | Prepare for and participate in mediation conference with mediator; conferral with Mr. Cosnowski regarding the same; initiate draft of 60-day status report and forward to Mr. Cosnowski   | 1.50         |
| 04/04/06    | CWS         | DELP16 | Reading email from Mr. Cosnowski on Delphi availability for mediation, checking own docket, and e-mail to the mediator that Delphi is not available as desired, providing alternate dates   | 0.40         |
| 04/05/06    | CWS         | DELP16 | Reading email from co-defense-counsel that a variety of possible mediation dates are not acceptable, an email to Delphi's Mr. Cosnowski to free dates and reserve a possible date for Delphi's executive Ms. Kathy Lutgen,  | 0.60         |
| 04/06/06    | CWS         | DELP16 | Reading and appreciating the Delphi objection to the ATI motion to lift the bankruptcy stay, an email request to Delphi's Mr. Cosnowski for more information, and an email to co-defense-counsel to provide the objection for use in support of Delphi  | 0.70         |
| 04/07/06    | MPB         | DELP14 | Review Delphi's 60 day status update and supervise filing and service   | 1.00         |
| 04/10/06    | TLF         | DELP36 | Study Delphi's 60-day Status Report filed April 10 with the Federal Circuit   | 0.10         |

| <u>Date</u> | <u>Tkpr</u> |        |  | <u>Hours</u> |
|-------------|-------------|--------|--|--------------|
| 04/10/06    | CWS         | DELP36 | Editing, conferring, contacting the court and other parties, and associated activities, to file and serve a 60 day status report that excludes mention of mediation, because of Federal Circuit mediation guidelines; email about scheduling mediation | 2.40         |
| 04/10/06    | MSP         | DELP36 | Acquire copy of 60-day status report from the Fed. Circuit and prepare the same for attorney review.   | 0.80         |
| 04/11/06    | CWS         | DELP36 | Receiving our returned filing and assuring its disposal  | 0.20         |
| 04/12/06    | CWS         | DELP16 | E-mails from Delphi's Mr. Cosnowski on scheduling, to the mediation group on scheduling, and back to Mr. Cosnowski   | 0.40         |
| 04/13/06    | TLF         | DELP36 | Study ATI's Status Report of April 11, 2006 Regarding Bankruptcy of Delphi Corporation to the Federal Circuit  | 0.10         |
| 04/13/06    | CWS         | DELP36 | Reading the ATI 60 day status report, analyzing its references to mediation, and resolution to speak to at the mediation, and email of advice to Mr. Cosnowski   | 0.90         |
| 04/16/06    | CWS         | DELP16 | Review of email on scheduling from the mediator and co-ordination with partner Binal Patel by email  | 0.30         |
| 04/17/06    | CWS         | DELP16 | Emails with Mr. Cosnowski and Mr. Patel to co-ordinate with the mediator proposal for split mediation  | 0.80         |
| 04/18/06    | CWS         | DELP16 | Emails with Mr. Cosnowski and Mr. Patel co-ordinating our response to mediation scheduling proposals that would split the mediation, to Delphi detriment   | 0.40         |
| 04/19/06    | BJP         | DELP16 | Confer with co-defendants and respond to mediator regarding possible dates for mediation and Delphi's desire to conduct a single mediation   | 2.20         |
| 04/19/06    | CWS         | DELP16 | Email again coordinating our responses about scheduling mediation  | 0.80         |

| <u>Date</u> | <u>Tkpr</u> |        |  | <u>Hours</u> |
|-------------|-------------|--------|--|--------------|
| 04/22/06    | CWS         | DELP36 | Reading a bankruptcy court order on privilege and the like to determine its application to our efforts   | 0.60         |
| 04/26/06    | CWS         | DELP16 | Continued preparation of the fee application   | 0.80         |
| 04/27/06    | CWS         | DELP16 | Continued preparation of the fee application including revisions required by change of hearing date and the like   | 0.60         |
| 04/28/06    | CWS         | DELP36 | Completing the first interim fee application, serving it, and filing it, service through an administrative assistant and filing through a New York area lawyer | 4.20         |
| TOTAL HOURS |             |        |  | <u>53.90</u> |

TIMEKEEPER TIME SUMMARY:

| <u>Timekeeper</u>   | <u>Hours</u> | <u>Rate</u>   | <u>Value</u> |
|---------------------|--------------|---------------|--------------|
| Matthew P. Becker   | 1.00         | at \$295.00 = | 295.00       |
| Ted Field           | 0.20         | at \$215.00 = | 43.00        |
| Binal J. Patel      | 4.90         | at \$320.00 = | 1,568.00     |
| Matthew S. Phillips | 0.80         | at \$140.00 = | 112.00       |
| Charles W. Shifley  | 47.00        | at \$435.00 = | 20,445.00    |

CURRENT FEES 22,463.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

|                                |               |
|--------------------------------|---------------|
| Photocopies at \$ .10 per page | 34.50         |
| Telephone charges              | 87.12         |
| Courier charges                | 122.89        |
|                                | <u>244.51</u> |

CURRENT EXPENSES 244.51

TOTAL THIS MATTER 22,707.51

TOTAL AMOUNT THIS INVOICE US \$22,707.51

For wiring payment, please use the following bank information. SunTrust Bank, 1445 New York Avenue, N.W., Washington, DC 20005, (800) 947-3786; ABA Number: 061000104; Account Number: 514342. Please indicate client, matter and invoice numbers with wire remittance.

## EXHIBIT I



BANNER & WITCOFF, LTD.  
INTELLECTUAL PROPERTY LAW

Suite 3000  
10 South Wacker Drive  
Chicago, IL 60606

Tel: 312.463.5000  
Fax: 312.463.5001  
[www.bannerwitcoff.com](http://www.bannerwitcoff.com)

FEIN # 36-4008943

Delphi Technologies, Inc.  
Mr. Cosnowski  
Legal Staff - Intell. Property  
P.O. Box 5052  
MC: 480-414-420  
Troy, MI 48007-5052

Invoice Number 1624090  
Invoice Date 06/15/06  
Client Number 004588  
Matter Number 00013

RE: 00013 Automotive Technologies v. BMW of North America, et al.  
Case No. 01-71700  
Delphi File No. 2001-000762 (ATI I)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/31/06:

| <u>Date</u> | <u>Tkpr</u> |   | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 05/01/06    | CWS         | DELP36 Handling the issue of whether the fee application should be filed under seal, resolving against filing under seal, after consultation with Mr. Zaltsman at Skadden and Mr. Cosnowski at Delphi | 0.90         |
| 05/03/06    | CWS         | DELP36 Continued handling of the filing of the fee application not under seal in relation to preserving interests in the pending case   | 0.30         |
| 05/09/06    | CWS         | DELP36 Handling our engagement with General Motors at the request of Delphi in greater detail than the past in light of mediation and bankruptcy  | 0.50         |



| <u>Date</u> | <u>Tkpr</u> |        |  | <u>Hours</u> |
|-------------|-------------|--------|--|--------------|
| 05/09/06    | BJP         | DELP16 | Coordinate with clients regarding scheduling of mediation  | 0.80         |
| 05/10/06    | CWS         | DELP36 | Continued handling of the relationship to General Motors, including analysis and a call with Delphi's Mr. Cosnowski, e-mail with a GM representative; and continued work on scheduling mediation                         | 1.20         |
| 05/15/06    | CWS         | DELP36 | Extended consideration of the potential for mediation  | 1.50         |
| 05/17/06    | CWS         | DELP16 | Detailed review of the proposed mediation agreement, and direction to Mr. Patel to contact Mr. Cosnowski about its need for revisions; after revisions by Mr. Cosnowski, further revisions; e-mail to all concerned      | 1.70         |
| 05/22/06    | BJP         | DELP16 | Initiate preparation of mediation brief  | 3.20         |
| 05/23/06    | BJP         | DELP16 | Continued preparation of mediation brief including review of pending cases and providing a summary of the status of each case  | 6.30         |
| 05/24/06    | CWS         | DELP16 | Continued senior input into the draft mediation statement, and conferral with Mr. Cosnowski about representation at the mediation  | 1.80         |
| 05/24/06    | BJP         | DELP16 | Finalize initial draft of mediation brief providing an overview of all pending matters with ATI regarding side sensors; coordinate with Mr. Cosnowski, General Motors and co-defendants regarding strategy for mediation | 6.50         |
| 05/30/06    | CWS         | DELP16 | Review of the latest draft mediation statement, review of settlement related information, and suggestion for the phrasing of our settlement section of the statement   | 2.20         |
| 05/31/06    | BJP         | DELP16 | Review and revise mediation brief in preparation for submission to the mediator; conferral with co-defendants regarding strategy for mediation   | 3.20         |

| <u>Date</u> | <u>Tkpr</u> |  | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 05/31/06    | CWS         | DELP16 Continued senior input into the editing of the mediation statement and next status report, and into our mediation positions and plan to have information for the mediator | 0.90         |
| TOTAL HOURS |             |  | <u>31.00</u> |

TIMEKEEPER TIME SUMMARY:

| <u>Timekeeper</u>  | <u>Hours</u> | <u>Rate</u>   | <u>Value</u> |
|--------------------|--------------|---------------|--------------|
| Binal J. Patel     | 20.00        | at \$320.00 = | 6,400.00     |
| Charles W. Shifley | 11.00        | at \$435.00 = | 4,785.00     |
| CURRENT FEES       |              |               | 11,185.00    |

FOR COSTS ADVANCED AND EXPENSES INCURRED:

|                                      |               |
|--------------------------------------|---------------|
| Computer Assisted Research - Westlaw | 99.85         |
| Photocopies at \$ .10 per page       | 11.00         |
| Telephone charges                    | 72.27         |
| Courier charges                      | 76.85         |
| CURRENT EXPENSES                     | <u>259.97</u> |

TOTAL THIS MATTER 11,444.97

TOTAL AMOUNT THIS INVOICE US \$11,444.97

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## EXHIBIT J

TEN SOUTH WACKER DRIVE  
SUITE 3000  
CHICAGO, ILLINOIS 60606-7407



BANNER & WITCOFF, LTD.  
INTELLECTUAL PROPERTY LAW

TEL: 312.463.5000  
FAX: 312.463.5001  
www.bannerwitcoff.com

Charles W. Shifley  
Direct Dial: (312) 463-5441  
cshifley@bannerwitcoff.com

March 24, 2006

**FILE**

Mr. David Sherbin  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098-2815

**Re:** Delphi Corporation et al. - Chapter 11 Proceedings  
Monthly Statement of Fees and Disbursements

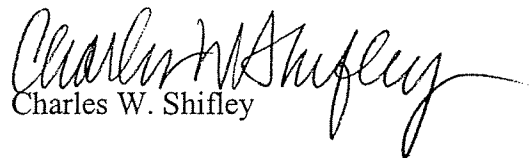
Dear David:

Enclosed please find our monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from January 4, 2006 through January 30, 2006 (the "Fee Period").

The total invoice for the Fee Period is \$7,634.18, which is composed of (i) \$7,586.00 for fees and (ii) \$48.18 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

  
Charles W. Shifley

CWS/sls  
Enclosure

Mr. David Sherbin  
March 24, 2006  
Page 2

cc: Joseph Papelian, Esq.  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098-2815  
(Deputy General Counsel)

John Wm. Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive  
Suite 2100  
Chicago, Illinois 60606  
(Counsel to Debtors)

Delores De Elizalde  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
(Counsel to Debtors)

Alicia M. Leonhard, Esq.  
Office of the United States Trustee for the  
Southern District of New York  
33 Whitehall Street  
Suite 2100  
New York, NY 10004  
(United States Trustee)

Robert J. Rosenberg, Esq.  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022-4802  
(Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
(Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq.  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
(Counsel to Postpetition Credit Facility Agent)

## EXHIBIT K



BANNER & WITCOFF, LTD.  
INTELLECTUAL PROPERTY LAW

TEL: 312.463.5000  
FAX: 312.463.5001  
www.bannerwitcoff.com

Charles W. Shifley  
Direct Dial: (312) 463-5441  
cshifley@bannerwitcoff.com

May 25, 2006

**FILE**

Mr. David Sherbin  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098-2815

Re: Delphi Corporation et al. - Chapter 11 Proceedings  
Monthly Statement of Fees and Disbursements

Dear David:

Enclosed please find our monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from February 9, 2006 through April 28, 2006 (the "Fee Period").

The total invoice for the Fee Period is \$22,707.51, which is composed of (i) \$22,463.00 for fees and (ii) \$244.51 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

  
Charles W. Shifley

CWS/sls  
Enclosure

Mr. David Sherbin  
May 25, 2006  
Page 2

cc: Joseph Papelian, Esq.  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098-2815  
(Deputy General Counsel)

John Wm. Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive  
Suite 2100  
Chicago, Illinois 60606  
(Counsel to Debtors)

Delores De Elizalde  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
(Counsel to Debtors)

Alicia M. Leonhard, Esq.  
Office of the United States Trustee for the  
Southern District of New York  
33 Whitehall Street  
Suite 2100  
New York, NY 10004  
(United States Trustee)

Robert J. Rosenberg, Esq.  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022-4802  
(Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
(Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq.  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
(Counsel to Postpetition Credit Facility Agent)



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Delphi Corporation  
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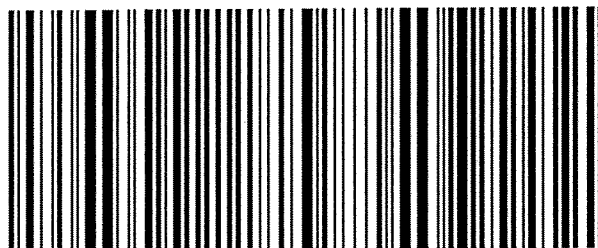
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Delphi Corporation  
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Troy, MI 480982815

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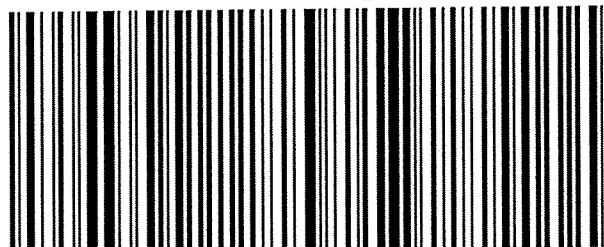
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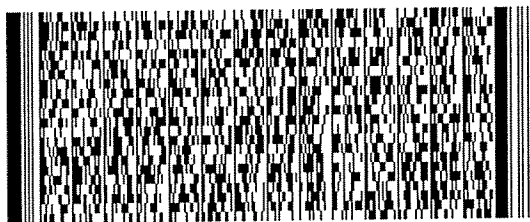
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Delores De Elizalde Esq.  
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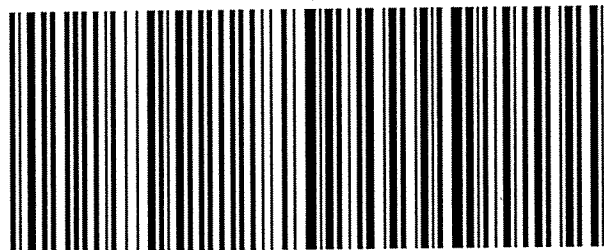
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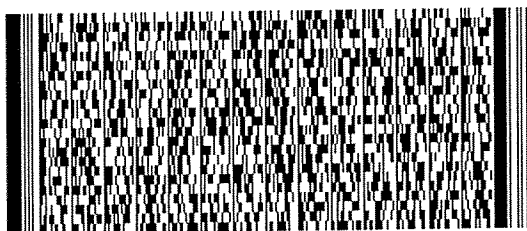
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**Alicia M. Leonhard Esq. U.S. Trustee**  
**Office of US Trustee for So D. NY**  
**33 Whitehall Street**  
**Suite 2100**  
**New York, NY 10004**



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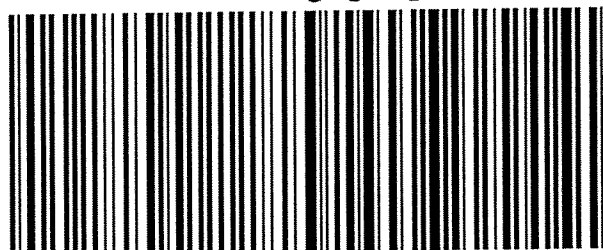
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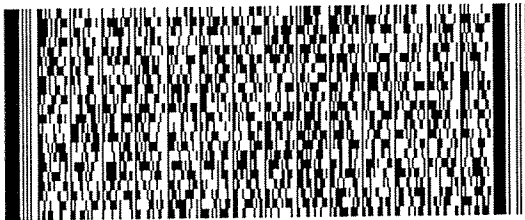
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SHIP TO: (312)463-5000 **BILL SENDER**  
**Robert Rosenberg, Esq.**  
**Latham & Watkins LLP**  
**885 Third Avenue**

**New York, NY 100224802**



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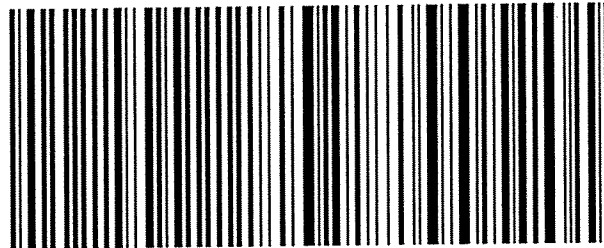
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Chicago, IL 60606



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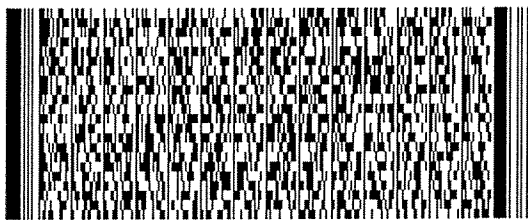


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Marissa Wesley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue

New York, NY 10017



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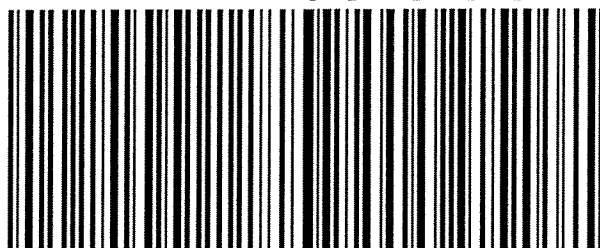
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Suite 3000  
Chicago, IL 60606



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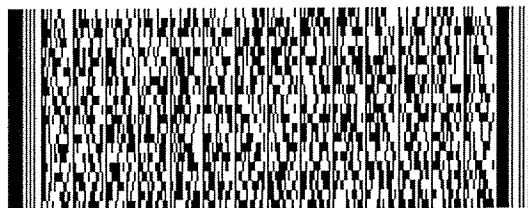
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BILL SENDER

**Marlane Melican, Esq.**  
**Davis Polk & Wardell**  
**450 Lexington Avenue**

**New York, NY 10017**



**PRIORITY OVERNIGHT**

**FRI**

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26MAY06

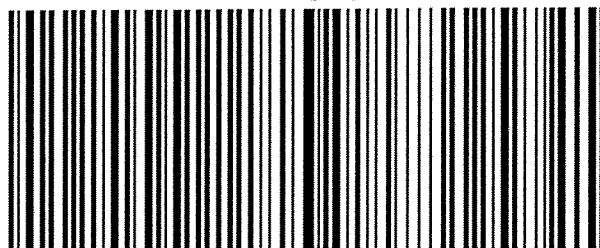
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CLS62236/16/20

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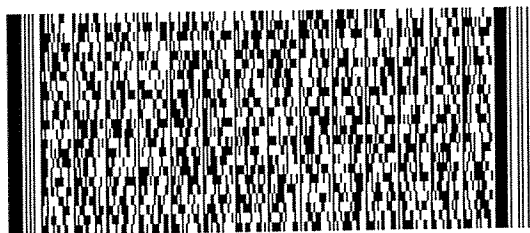


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John Wm. Butler, Jr., Esq.  
Skadden Arps Slate Meagher & Flom  
333 West Wacker Drive  
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**PRIORITY OVERNIGHT**

**FRI**

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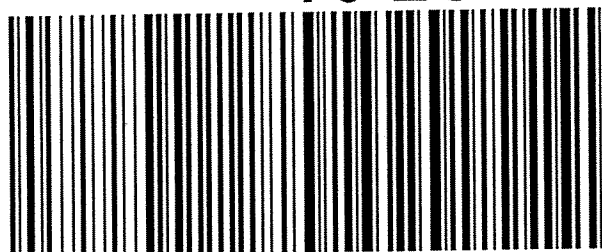
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**79 LOTA**



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## EXHIBIT L



BANNER & WITCOFF, LTD.  
INTELLECTUAL PROPERTY LAW

TEN SOUTH WACKER DRIVE  
SUITE 3000  
CHICAGO, ILLINOIS 60606-7407

TEL: 312.463.5000  
FAX: 312.463.5001  
www.bannerwitcoff.com

**Charles W. Shifley**

Direct Dial: (312) 463-5441  
cshifley@bannerwitcoff.com

June 19, 2006

Mr. David Sherbin  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098-2815

**Re:** Delphi Corporation et al. - Chapter 11 Proceedings  
Monthly Statement of Fees and Disbursements


Dear David:

Enclosed please find our monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from May 1, 2006 through May 31, 2006 (the "Fee Period").

The total invoice for the Fee Period is \$11,444.97, which is composed of (i) \$11,185.00 for fees and (ii) \$259.97 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

  
Charles W. Shifley

CWS/sls  
Enclosure

CHICAGO, IL

WASHINGTON, DC

BOSTON, MA

PORTLAND, OR

Mr. David Sherbin  
June 19, 2006  
Page 2

cc: Joseph Papelian, Esq.  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098-2815  
(Deputy General Counsel)

John Wm. Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive  
Suite 2100  
Chicago, Illinois 60606  
(Counsel to Debtors)

Delores De Elizalde  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
(Counsel to Debtors)

Alicia M. Leonhard, Esq.  
Office of the United States Trustee for the  
Southern District of New York  
33 Whitehall Street  
Suite 2100  
New York, NY 10004  
(United States Trustee)

Robert J. Rosenberg, Esq.  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022-4802  
(Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
(Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq.  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
(Counsel to Postpetition Credit Facility Agent)

From: Origin ID: (312)463-5568  
Shannon Salamone  
Banner and Witcoff LTD  
10 South Wacker Drive  
Suite 3000  
Chicago, IL 60606



CLS952506/17/22

SHIP TO: (312)463-5000

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**Marlane Melican, Esq.**  
**Davis Polk & Wardell**  
**450 Lexington Avenue**

**New York, NY 10017**

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**TUE**

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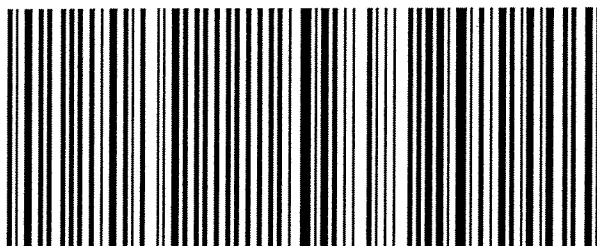
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10017 -NY-US

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Shannon Salamone  
Banner and Witcoff LTD  
10 South Wacker Drive  
Suite 3000  
Chicago, IL 60606



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System#: 8193833/INET2500  
Account#: S \*\*\*\*\*

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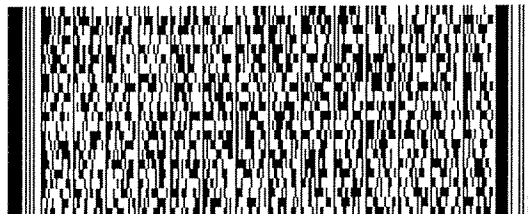


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SHIP TO: (312)463-5000 BILL SENDER

**Marissa Wesley, Esq.**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**

**New York, NY 10017**



**PRIORITY OVERNIGHT**

**TUE**

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20JUN06

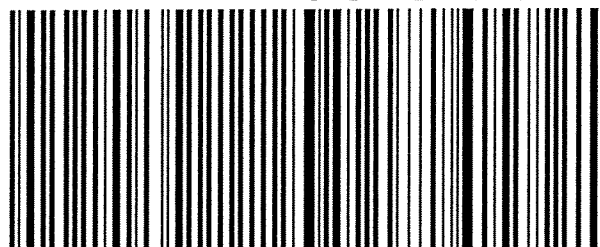
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From: Origin ID: (312)463-5568  
Shannon Salamone  
Banner and Witcoff LTD  
10 South Wacker Drive  
Suite 3000  
Chicago, IL 60606



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SHIP TO: (312)463-5000

BILL SENDER

Delores De Elizalde Esq.  
Skadden Arps Slate Meagher & Flom L  
Four Times Square

New York, NY 10036

Ship Date: 19JUN06  
ActWgt: 1 LB  
System#: 8193833/INET2500  
Account#: S \*\*\*\*\*

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20JUN06

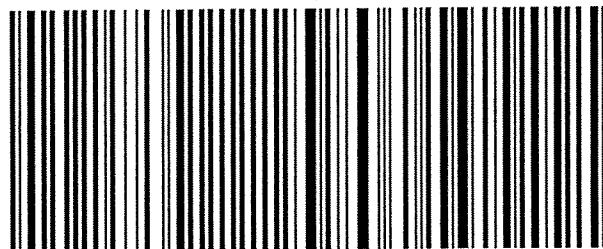
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From: Origin ID: (312)463-5568  
Shannon Salamone  
Banner and Witcoff LTD  
10 South Wacker Drive  
Suite 3000  
Chicago, IL 60606



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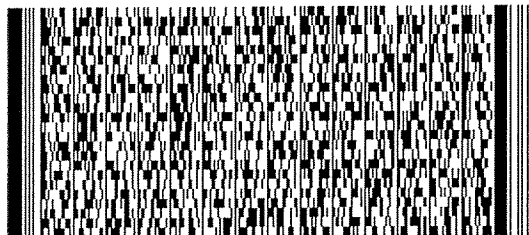
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System#: 8193833/INET2500  
Account#: S \*\*\*\*\*

REF: 004588.00013/1433



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John Wm. Butler, Jr., Esq.  
Skadden Arps Slate Meagher & Flom  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606



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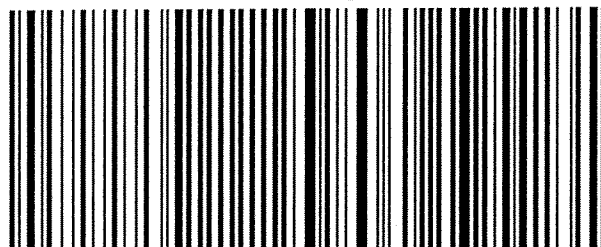
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## EXHIBIT M



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re : Chapter 11  
:   
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:   
Debtors. : (Jointly Administered)  
:   
----- x

ORDER GRANTING SECOND INTERIM APPLICATION OF BANNER & WITCOFF, LTD.,  
INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, FOR  
ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES

Upon consideration of the second interim application of Banner & Witcoff, Ltd. for allowance of interim compensation and reimbursement of expenses (the "Second Interim Banner Application") for professional services and expenses incurred during the period commencing February 1, 2006 through May 31, 2006; and a hearing having been held before this court to consider the Second Interim Banner Application on October 19, 2006; and notice having been given pursuant to the Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby:

ORDRED that the Second Interim Banner Application is granted to the extent set forth in Schedule "A."

Dated: New York, New York  
October 19, 2006

\_\_\_\_\_  
United States Bankruptcy Judge  
Southern District of New York

CURRENT FEE PERIOD: February 1, 2006 through May 31, 2006

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USB